

PEARSON PLC
Form 6-K
July 29, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2008

PEARSON plc

(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

**80 Strand
London, England WC2R 0RL
44-20-7010-2000**

(Address of principal executive office)

Indicate by check mark whether the Registrant files or will file annual reports
under cover of Form 20-F or Form 40-F:

Form 20-F ☒ X

Form 40-F ☐

Indicate by check mark whether the Registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes ☐

No ☒ X

This Report includes the following documents:

1. A press release from Pearson plc announcing Director/PDMR Shareholding

notification of transactions of directors, persons

discharging managerial responsibility or connected persons

This form is intended for use by an

issuer

to make a

RIS

notification required by

DR

3.14R(1).

(1)

An

issuer

*making a notification in respect of a transaction relating to the
shares*

or debentures of the

issuer

should complete

boxes 1 to 16

, 23 and 24.

(2)

An

issuer

*making a notification in respect of a derivative relating the
shares
of the*

issuer

should complete

boxes 1 to 4

, 6, 8, 13, 14, 16, 23 and 24.

(3)

An

issuer

*making a notification in respect of options granted to a
director/person*

discharging managerial responsibilities

should complete

boxes 1 to 3

and 17 to 24.

(4)

An
issuer
making a notification in respect of a
financial instrument
relating to the

shares
of the
issuer

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9,
11, 13, 14, 16, 23 and 24

Please complete all relevant boxes should in block capital letters.

- | | |
|--|---|
| <p>1. Name of the
issuer
PEARSON PLC</p> | <p>2. State whether the notification relates to (i) a
transaction notified in accordance with
<i>DR</i>
3.1.4R(1)(a)
(ii)
<i>DR</i>
3.1.4(R)(1)(b) a disclosure made in accordance with
section 324 (as extended by section 328) of the
Companies Act 1985; or</p> <p style="text-align: center;">• both (i) and (ii)</p> |
| <p>3. Name of
<i>person discharging managerial
responsibilities/director</i>
WILLIAM ETHRIDGE</p> | <p>4. State whether notification relates to a
<i>person</i>
connected with a
<i>person discharging managerial responsibilities/director</i>
named in 3 and identify the
<i>connected person</i>
N/A</p> |
| <p>5. Indicate whether the notification is in
respect of a holding of the
<i>person</i>
referred to in 3 or 4 above or in respect of a
non-beneficial interest
¹
HOLDING</p> | <p>Description of
<i>shares</i>
(including
<i>class</i>
) , debentures or derivatives or financial instruments
relating to
<i>shares</i>
ORDINARY 25P EACH</p> |
| <p>7. Name of registered shareholder(s) and, if
more than one, the number of
<i>shares</i>
held by each of them
WILLIAM ETHRIDGE</p> | <p>8. State the nature of the transaction
RELEASE OF RESTRICTED SHARES UNDER THE
LONGTERM INCENTIVE PLAN</p> |
| <p>9. Number of</p> | <p>10. Percentage of issued</p> |

<i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired 34,872	<i>class</i> acquired (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) 0.00431%
11. Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A	12. Percentage of issued <i>class</i> disposed (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A
13. Price per <i>share</i> or value of transaction £6.080432	14. Date and place of transaction 28 JULY LONDON
15. Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into 94,931 0.01173%	16. Date issuer informed of transaction 28 JULY 2008

**If a
person discharging managerial responsibilities
has been granted options by the
issuer
complete the following boxes**

17. Date of grant N/A	18. Period during which or date on which it can be exercised N/A
19. Total amount paid (if any) for grant of the option N/A	20. Description of <i>shares</i> or debentures involved (<i>class</i> and number) N/A
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise N/A	22. Total number of <i>shares</i> or debentures over which options held following notification N/A
23. Any additional information N/A	24. Name of contact and telephone number for queries:

**JENNIFER BURTON, ASSISTANT
COMPANY SECRETARY, 020 7010 2256.**

**Name and signature of duly authorised officer of
issuer
responsible for making notification
JENNIFER BURTON
ASSISTANT COMPANY SECRETARY**

Date of notification

29 JULY 2008

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PEARSON plc

Date: 29 July 2008

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary