

PEARSON PLC
Form 6-K
August 01, 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 August, 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 <i>issuer</i></p> <p>PEARSON PLC</p> | <p>2. State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.1.4R(1)(a)</i>
(ii) <i>DR 3.1.4(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or
(iii) both (i) and (ii)</p> <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of <i>person discharging</i>4.
<i>managerial responsibilities/director</i></p> <p>ROBIN FREESTONE</p> | <p>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></p> <p>N/A</p> |
| <p>5. Indicate whether the notification is in6
respect of a holding of the <i>person</i>
referred to in 3 or 4 above or in
respect of a non-beneficial interest¹</p> <p>HOLDING</p> | <p>Description of <i>shares</i> (including <i>class</i>),
debentures or derivatives or financial
instruments relating to <i>shares</i></p> <p>ORDINARY 25P EACH</p> |
| <p>7. Name of registered shareholder(s)8.
and, if more than one, the number of
<i>shares</i> held by each of them</p> <p>ROBIN FREESTONE</p> | <p>State the nature of the transaction</p> <p>EXERCISE OF WORLDWIDE SAVE
FOR SHARE OPTIONS</p> |
| <p>9 Number of <i>shares</i> , debentures or10.
financial instruments relating to</p> | <p>Percentage of issued <i>class</i> acquired (<i>treasury
shares</i> of that <i>class</i> should not be taken into</p> |

<i>shares</i> acquired	account when calculating percentage)
1866	0.0023%
11. Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed	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	N/A
13. Price per <i>share</i> or value of transaction	14. Date and place of transaction
£5.076	1 AUGUST 2008 LONDON
15. Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)	16. Date issuer informed of transaction
32,391 0.00401%	1 AUGUST 2008

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

17. Date of grant	18. Period during which or date on which it can be exercised
N/A	N/A
19. Total amount paid (if any) for grant of the option	20. Description of <i>shares</i> or debentures involved (<i>class</i> and number)
N/A	N/A
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise	22. Total number of <i>shares</i> or debentures over which options held following notification
N/A	N/A
23. Any additional information	24. Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256.
N/A	

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON
ASSISTANT COMPANY SECRETARY

Date of notification __ 1 AUGUST 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: 01 August 2008

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary