

PEARSON PLC
Form 6-K
October 22, 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 October, 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

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>
 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>
 TERRY BURNS</p> | <p>BOTH (i) AND (ii)</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
 LORD BURNS</p> | <p>8. State the nature of the transaction
 REINVESTMENT OF DIVIDEND UNDER
 COMPANY'S DRIP</p> |
| <p>9. Number of</p> | <p>10. Percentage of issued</p> |

shares

, debentures or financial instruments relating to

shares

acquired

176

class

acquired (

treasury shares

of that

class

should not be taken into account when calculating percentage)

0.000022

%

11. Number of

shares

, debentures or financial instruments relating to

shares

disposed

N/A

12. Percentage of issued

class

disposed (

treasury shares

of that

class

should not be taken into account when calculating percentage)

N/A

13. Price per

share

or value of transaction

6.234457

14. Date and place of transaction

19

SEPTEMBER 2008

LONDON

15. Total holding following notification and total percentage holding following notification (any

treasury shares

should not be taken into account when calculating percentage)

9954

0.00

123%

16. Date issuer informed of transaction

22 OCTOBER

200

8

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

shares

or debentures involved (

class

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

shares

or debentures over which options held following notification

23. Any additional information
N/A

N/A
24. Name of contact and telephone number for queries:
**JENNIFER
BRAUNHOFER
, ASSISTANT COMPANY
SECRETARY, 020 7010 2256.**

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

Date of notification

—
—
**22 OCTOBER
200
8**

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: 22 October, 2008

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary