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PEARSON PLC
Form 6-K
August 23, 2005

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/2005

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

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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 to 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.

- | | |
|--|---|
| 1. Name of the issuer | 2. State whether the notification relates to (i) a transaction notified in accordance with DR3.1.4R(1) (a) |
| PEARSON PLC | (ii) DR3.1.4(R) (1) (b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or both (i) and (ii) |
| | BOTH (i) AND (ii) |
| 3. Name of person discharging managerial responsibilities/director | 4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person |
| GLEN MORENO
(INCOMING CHAIRMAN) | N/A |
| 5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest | 6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares |
| HOLDING | AMERICAN DEPOSITORY RECEIPTS (ADRs) |
| 7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them | 8. State the nature of the transaction |
| GLEN MORENO | PURCHASE OF ADRs |
| 9. Number of shares, debentures or financial instruments relating to shares acquired | 10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) |
| 50,000 ADRs | 0.0062% |

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- | | |
|---|--|
| 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
\$12.51 | 14. Date and place of transaction
22 AUGUST 2005 USA |
| 15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

50,000 0.0062% | 16. Date issuer informed of transaction

22 AUGUST 2005 |

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

N/A |
| 23. Any additional information

N/A | 24. Name of contact and telephone number for queries: ANDY WILKINSON, SHARE PLANS MANAGER, 020 7010 2252 |

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

JENNIFER BURTON
ASSISTANT COMPANY SECRETARY

Date of notification 23 AUGUST 2005

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: 23 August 2005

By: /s/ STEPHEN JONES

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Stephen Jones
Deputy Secretary