

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC  
Form 6-K  
September 27, 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 September 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

This form is intended for use by an issuer to make a RIS notification required

Edgar Filing: PEARSON PLC - Form 6-K

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.

1.	Name of the issuer PEARSON PLC	2.	State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1) (a)
			(ii) DR 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
			(iii) both (i) and (ii) BOTH (i) AND (ii)
3.	Name of person discharging managerial responsibilities /director DAVID BELL	4.	State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person 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 <sup>1</sup> HOLDING	6.	Description of shares (including class), debentures or derivatives or financial instruments relating to shares ORDINARY SHARES OF 25P EACH
7.	Name of registered shareholder(s) and, if more than one, the number of shares held by each of them DAVID BELL	8.	State the nature of the transaction PURCHASE OF SHARES THROUGH THE DIVIDEND REINVESTMENT PLAN
9.	Number of shares, debentures or financial instruments relating to shares acquired 1,463 SHARES	10.	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) 0.00018%
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

Edgar Filing: PEARSON PLC - Form 6-K

13.	Price per share or value of transaction GBP6.543329	14.	Date and place of transaction 23 SEPTEMBER 2005 LLOYDSTSB REGISTRARS
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) 103,158 0.08345%	16.	Date issuer informed of transaction 26 SEPTEMBER 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: 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 \_\_\_27 SEPTEMBER 2005

Please complete all relevant boxes should in block capital letters.

1.	Name of the issuer PEARSON PLC	2.	State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1) (a)
			(ii) DR 3.1.4(R) (1) (b) a disclosure made in accordance with section 324 (as extended by

Edgar Filing: PEARSON PLC - Form 6-K

			section 328) of the Companies Act 1985; or
			(iv) both (i) and (ii) BOTH (i) AND (ii)
13.	Name of person discharging managerial responsibilities /director DENNIS STEVENSON	4.	State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person N/A
15.	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 interest1 HOLDING	6.	Description of shares (including class), debentures or derivatives or financial instruments relating to shares ORDINARY SHARES OF 25P EACH
17.	Name of registered shareholder(s) and, if more than one, the number of shares held by each of them DENNIS STEVENSON	8.	State the nature of the transaction PURCHASE OF SHARES THROUGH THE DIVIDEND REINVESTMENT PLAN
9.	Number of shares, debentures or financial instruments relating to shares acquired 1,596 SHARES	10.	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) 0.00020%
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 GBP6.543329	14.	Date and place of transaction 23 SEPTEMBER 2005 LLOYDSTSB REGISTRARS
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) 173,390 0.02157%	16.	Date issuer informed of transaction 26 SEPTEMBER 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)	20.	Description of shares or

Edgar Filing: PEARSON PLC - Form 6-K

	for grant of the option		debentures involved (class 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 shares 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 27 SEPTEMBER 2005  
 \_\_\_\_\_

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 DR 3.1.4R(1) (a)
	PEARSON PLC		(ii) DR 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
			(v) 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
	JOHN MAKINSON		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
			ORDINARY SHARES OF 25P EACH

Edgar Filing: PEARSON PLC - Form 6-K

HOLDING			
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 PURCHASE OF SHARES THROUGH THE DIVIDEND REINVESTMENT PLAN
	JOHN MAKINSON		
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)
	2,152 SHARES		0.00027%
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	14.	Date and place of transaction
	GBP6.543329		23 SEPTEMBER 2005 LLOYDSTSB REGISTRARS
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16.	Date issuer informed of transaction
	149,466 0.01859%		26 SEPTEMBER 2005

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 shares or debentures involved (class 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 shares 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:
	N/A		BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256

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

Edgar Filing: PEARSON PLC - Form 6-K

JENNIFER BURTON	
ASSISTANT COMPANY SECRETARY	
_____	
+-----+	
Date of notification ___27 SEPTEMBER 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: 27 September 2005

By: /s/ STEPHEN JONES

-----  
Stephen Jones  
Deputy Secretary