

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<br/><b>PEARSON PLC</b></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> <ul style="list-style-type: none"><li>• both (i) and (ii)</li></ul> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of person discharging managerial responsibilities/director<br/><b>WILLIAM ETHRIDGE</b></p>  | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person<br/><b>N/A</b></p>  |
| <p>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<br/><b>HOLDING</b></p> | <p>Description of shares (including class), debentures or derivatives or financial instruments relating to shares<br/><b>ORDINARY 25P EACH</b></p>   |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them<br/><b>WILLIAM ETHRIDGE</b></p>                                       | <p>8. State the nature of the transaction<br/><b>RELEASE OF RESTRICTED SHARES UNDER THE LONGTERM INCENTIVE PLAN</b></p>  |
| <p>9. Number of</p>  | <p>10. Percentage of issued</p>  |

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

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

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

**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**

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**Date of notification**

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**29 JULY 2008**

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**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

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Stephen Jones  
Deputy Secretary