

PEARSON PLC  
Form 6-K  
March 26, 2012

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 March 2012

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 AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |  |  |
|--|--|
| <p>1. Name of the issuer</p> <p>PEARSON PLC</p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2R; (ii) a disclosure made in accordance with LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act 2006.</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p>WILL ETHRIDGE</p>   | <p>BOTH (i) AND (ii)</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</p> <p>N/A</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<sup>1</sup></p> <p>HOLDING</p> | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>AMERICAN DEPOSITARY RECEIPTS (ADRs)</p>  |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them</p> <p>WILL ETHRIDGE</p>  | <p>8. State the nature of the transaction</p> <p>SALE</p>  |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>N/A</p>   | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>N/A</p>   |
| <p>11. Number of shares, debentures or financial</p>   | <p>12. Percentage of issued class disposed (treasury shares of that class should</p>   |

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- |   |  |
|---|--|
| instruments relating to shares disposed   | not be taken into account when calculating percentage) |
| 50,000 ADRs   | 0.00613%   |
| 13. Price per share or value of transaction   | 14. Date and place of transaction                      |
| 29,600 at \$19.2378<br>20,400 at \$19.0394  | 23 MARCH 2012 - USA                                    |
| 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                |
| 355,295*                      0.0436%   | 26 MARCH 2012  |

\*  
In addition to the above sale, this figure has been adjusted by 50 ADRs to reflect the fact that Pearson's Share Bonus Plan in the US was terminated and in April 2011 the total account for Will Ethridge was liquidated and the proceeds automatically rolled over into the Pearson 401(k) Retirement Plan. The relevant persons were notified of this fact in January 2012.

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

- |   |  |
|---|--|
| 17. Date of grant<br>N/A  | 18. Period during which or date on which it can be exercised<br>N/A                            |
| 19. Total amount paid (if any) for grant of the option<br>N/A   | 20. Description of shares or debentures involved (class and number)<br>N/A                     |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise<br>N/A | 22. Total number of shares or debentures over which options held following notification<br>N/A |
| 23. Any additional information<br>N/A   | 24. Name of contact and telephone number for queries:<br>STEPHEN JONES 020 7010 2257           |

Name of duly authorised officer of issuer responsible for making notification  
STEPHEN JONES, DEPUTY SECRETARY

Date of notification:  
26 MARCH 2012

Notes: This form is intended for use by an issuer to make a RIS notification required by DTR 3.1.4.

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- (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.

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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: 26 March 2012

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary