

PEARSON PLC
Form 6-K
May 11, 2009

**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 May 2009

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> <ul style="list-style-type: none"> • both (i) and (ii) <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of <i>person discharging managerial responsibilities/director</i>
DAVID ARCULUS</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
SIR THOMAS DAVID GUY ARCULUS</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

92

class

acquired (

treasury shares

of that

class

should not be taken into account when calculating percentage)

0.00001%

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

718.450p

14. Date and place of transaction

8 MAY 2009

LONDON

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

treasury shares

should not be taken into account when calculating percentage)

12,149 0.0015%

16. Date issuer informed of transaction

11 MAY 2009

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 BRAUNHOFER
, ASSISTANT COMPANY
SECRETARY, 020 7010 2256.**

**Name and signature of duly authorised officer of
*issuer***

responsible for making notification

**JENNIFER B
RAUNHOFER
ASSISTANT COMPANY SECRETARY**

Date of notification

—

—
11 MAY 2009

notification of transactions of directors, persons

discharging managerial responsibility or connected persons

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(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> <ul style="list-style-type: none">• both (i) and (ii) <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of
<i>person discharging managerial responsibilities/director</i>
RONA FAIRHEAD</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
RONA FAIRHEAD</p> | <p>8. State the nature of the transaction
REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</p> |
| <p>9. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> acquired
61</p> | <p>10. Percentage of issued <i>class</i> acquired (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)
0.000008
%</p> |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed
N/A</p> | <p>12. Percentage of issued <i>class</i> disposed (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)
N/A</p> |
| <p>13. Price per <i>share</i> or value of transaction
718.450
p</p> | <p>14. Date and place of transaction
8 MAY 2009
LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)
212,408 0.02623%</p> | <p>16. Date issuer informed of transaction
11 MAY 2009</p> |

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

- | | |
|--|--|
| <p>17. Date of grant
N/A</p> | <p>18. Period during which or date on which it can be exercised
N/A</p> |
| <p>19. Total amount paid (if any) for grant of the option
N/A</p> | <p>20. Description of <i>shares</i> or debentures involved (<i>class</i>)</p> |

- 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 BRAUNHOFER
, ASSISTANT COMPANY
SECRETARY, 020 7010 2256.**

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

Date of notification

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—
11 MAY 2009

notification of transactions of directors, persons

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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> <ul style="list-style-type: none">• both (i) and (ii) <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of
<i>person discharging managerial responsibilities/director</i>
ROBIN FREESTONE</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></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>N/A
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
ROBIN FREESTONE</p> | <p>8. State the nature of the transaction
REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</p> |
| <p>9. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> acquired
665</p> | <p>10. Percentage of issued <i>class</i> acquired (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)
0.00008
%</p> |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed
N/A</p> | <p>12. Percentage of issued <i>class</i> disposed (<i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)
N/A</p> |
| <p>13. Price per <i>share</i> or value of transaction
718.450
p</p> | <p>14. Date and place of transaction
8 MAY 2009
LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)
65,957 0.00814%</p> | <p>16. Date issuer informed of transaction
11 MAY 2009</p> |

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
<i>shares</i>
or debentures involved (
<i>class</i>
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
<i>shares</i>
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 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

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—
11 MAY 2009

notification of transactions of directors, persons

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3.14R(1).

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boxes 1 to 4
, 6, 8, 13, 14, 16, 23 and 24.
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An
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Please complete all relevant boxes should in block capital letters.

1. Name of the
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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
 - both (i) and (ii)

- BOTH (i) AND (ii)**
3. Name of *person discharging managerial responsibilities/director*
JOHN MAKINSON
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
HOLDING
6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*
ORDINARY 25P EACH
7. Name of registered shareholder(s) and, if more than one, the number of *shares* held by each of them
JOHN MAKINSON
8. State the nature of the transaction
REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP
9. Number of *shares*, debentures or financial instruments relating to *shares* acquired
11,904
10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)
0.00147
%
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
718.450
p
14. Date and place of transaction
8 MAY 2009
LONDON
15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)
409,637 **0.05058%**
16. Date issuer informed of transaction
11 MAY 2009

**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
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or debentures involved (
<i>class</i>
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
<i>shares</i>
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
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

—
—
11 MAY 2009

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: 11 May 2009

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary