

PEARSON PLC  
Form 6-K  
September 23, 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 September 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.

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*

**RONA FAIRHEAD**

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**

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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>
- 6 Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

**ORDINARY 25P EACH**

**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

**RONA FAIRHEAD**

**REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP**

- 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)

**32**

**0.000004%**

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

**763.270p**

14. Date and place of transaction

**18 SEPTEMBER 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)
16. Date issuer informed of transaction

**22 SEPTEMBER 2009**

**212,440 0.02621%**

**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: **JENNIFER BRAUNHOFER, ASSISTANT COMPANY SECRETARY, 020 7010 2256.**
- N/A**

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

**JENNIFER BRAUNHOFER**

**ASSISTANT COMPANY SECRETARY**

Date of notification 23 SEPTEMBER 2009

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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- (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></p> <p><b>PEARSON PLC</b></p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.14R(1)(a)</i></p> <p>(ii) <i>DR 3.14(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or</p> <p>(iii) both (i) and (ii)</p> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of <i>person discharging managerial responsibilities/director</i></p> <p><b>ROBIN FREESTONE</b></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><b>N/A</b></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</p> <p><b>HOLDING</b></p> | <p>6. Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i></p> <p><b>ORDINARY 25P EACH</b></p>  |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them</p> <p><b>ROBIN FREESTONE</b></p>  | <p>8. State the nature of the transaction</p> <p><b>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</b></p>  |
| <p>9. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> acquired</p> <p><b>769</b></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)</p> <p><b>0.00009%</b></p>  |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed <b>N/A</b></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) <b>N/A</b></p>  |

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13. Price per *share* or value of transaction

**763.270p**

14. Date and place of transaction

**18 SEPTEMBER 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)

**66,726**

**0.00823%**

16. Date issuer informed of transaction

**22 SEPTEMBER 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 BRAUNHOFER**

**ASSISTANT COMPANY SECRETARY**

**Date of notification** 23 SEPTEMBER 2009

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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(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.

- |  |  |
|--|--|
| <p>1. Name of the issuer</p> <p><b>PEARSON PLC</b></p>   | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a)</p> <p>(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</p> <p>(iii) both (i) and (ii)</p> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p><b>JOHN MAKINSON</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</p> <p><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</p> <p><b>HOLDING</b></p>  | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p><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</p> <p><b>JOHN MAKINSON</b></p>   | <p>8. State the nature of the transaction</p> <p><b>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</b></p>  |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p><b>6,402</b></p>  | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p><b>0.00079%</b></p>   |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed</p> <p><b>N/A</b></p>   | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</p> <p><b>N/A</b></p>  |
| <p>13. Price per share or value of transaction</p> <p><b>763.270p</b></p>  | <p>14. Date and place of transaction</p> <p><b>18 SEPTEMBER 2009 LONDON</b></p>  |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)</p> <p><b>416,039                      0.05132%</b></p> | <p>16. Date issuer informed of transaction</p> <p><b>22 SEPTEMBER 2009</b></p>   |

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

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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 <i>shares</i> or debentures involved ( <i>class</i> 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 <i>shares</i> 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: <b>JENNIFER BRAUNHOFER, ASSISTANT COMPANY SECRETARY, 020 7010 2256.</b>
N/A	

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

**JENNIFER BRAUNHOFER**

**ASSISTANT COMPANY SECRETARY**

Date of notification 23 SEPTEMBER 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: 23 September, 2009

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary