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PEARSON PLC  
Form 6-K  
May 08, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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, 2006

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  
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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

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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<br><br>PEARSON PLC  | 2. State whether the notification relates to (i) a transaction notified in accordance with DR3.1.4R(1)(a)<br><br>(ii) DR3.1.4(R)(1)(b) a disclosure made in accordance with section324 (as extended by section328) of the Companies Act 1985; or both (i) and (ii)<br><br>BOTH (i) AND (ii) |
| 3. Name of person discharging managerial responsibilities/ director<br><br>DAVID BELL   | 4. State whether notification relates to a person connected with a person discharging managerial responsibilities/ director named in 3and identify the connected person<br><br>N/A  |
| 5. Indicate whether the notification is in respect of a holding of the person referred to in 3or 4above or in respect of a non-beneficial interest<br><br>HOLDING | 6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares<br><br>ORDINARY 25P EACH  |
| 7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them<br><br>DAVID BELL   | 8. State the nature of the transaction<br><br>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)  |

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2134

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<br><br>773.38460p   | 14. Date and place of transaction<br><br>5 MAY 2006 LONDON   |
| 15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)<br><br>105,292 0.01309% | 16. Date issuer informed of transaction<br><br>8 MAY 2006  |

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

- |   |  |
|---|--|
| 17. Date of grant<br><br>N/A  | 18. Period during which or date on which it can be exercised<br><br>N/A  |
| 19. Total amount paid (if any) for grant of the option<br><br>N/A   | 20. Description of shares or debentures involved (class and number)<br><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><br>N/A | 22. Total number of shares or debentures over which options held following notification<br><br>N/A                 |
| 23. Any additional information<br><br>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 8 MAY 2006

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.

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(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</p> <p>PEARSON PLC</p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DR3.1.4R(1)(a)</p> <p>(ii) DR3.1.4(R)(1)(b) a disclosure made in accordance with section324 (as extended by section328) of the Companies Act 1985; or both (i) and (ii)</p> <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of person discharging managerial responsibilities/ director</p> <p>JOHN MAKINSON</p>  | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/ director named in 3and 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 3or 4above or in respect of a non-beneficial interest</p> <p>HOLDING</p> | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>ORDINARY 25P EACH</p>  |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them</p> <p>JOHN MAKINSON</p>  | <p>8. State the nature of the transaction</p> <p>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</p>   |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>3143</p>  | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>0.00039%</p>  |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed N/A</p>   | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into</p>   |

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account when calculating percentage) N/A

- |   |  |
|---|--|
| 13. Price per share or value of transaction<br><br>773.38460p   | 14. Date and place of transaction<br><br>5 MAY 2006 LONDON |
| 15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)<br><br>152,609 0.01897% | 16. Date issuer informed of transaction<br><br>8 MAY 2006  |

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

- |   |  |
|---|--|
| 17. Date of grant<br><br>N/A  | 18. Period during which or date on which it can be exercised<br><br>N/A  |
| 19. Total amount paid (if any) for grant of the option<br><br>N/A   | 20. Description of shares or debentures involved (class and number)<br><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><br>N/A | 22. Total number of shares or debentures over which options held following notification<br><br>N/A                 |
| 23. Any additional information<br><br>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 8 MAY 2006

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: 08 May, 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary