

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC  
Form 6-K  
August 03, 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 August 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

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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.

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| 1. Name of the issuer  | 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<br>both (i) and (ii) |
| PEARSON PLC  | BOTH (i) AND (ii)  |
| 3. Name of person discharging managerial responsibilities/director   | 4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3and identify the connected person   |
| JOHN MAKINSON  | 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 | 6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares  |
| HOLDING  | ORDINARY SHARES OF 25P EACH  |
| 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   |
| JOHN MAKINSON  | EXERCISE OF EXECUTIVE SHARE OPTIONS  |
| 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   |

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		percentage)
	36,736	0.00456%
11. Number of shares, debentures or financial instruments relating to shares disposed		12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
	36,736	0.00456%
13. Price per share or value of transaction		14. Date and place of transaction
GBP5.84 EXERCISE PRICE GBP7.255 DISPOSAL PRICE		2 AUGUST 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)		16. Date issuer informed of transaction
160,987 0.01999%		2 AUGUST 2006

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 BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256.
N/A		

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

JENNIFER BURTON

ASSISTANT COMPANY SECRETARY

Date of notification 3 AUGUST 2006

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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: 03 August 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary