

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><br/><b>PEARSON PLC</b></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"> <li>• both (i) and (ii)</li> </ul> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of <i>person discharging managerial responsibilities/director</i><br/><b>DAVID ARCULUS</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><br/><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<br/><sup>1</sup><br/><b>HOLDING</b></p> | <p>Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i><br/><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<br/><b>SIR THOMAS DAVID GUY ARCULUS</b></p>  | <p>8. State the nature of the transaction<br/><b>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</b></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**

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**Date of notification**

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—  
**11 MAY 2009**

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**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<br/><i>issuer</i><br/><b>PEARSON PLC</b></p>   | <p>2. State whether the notification relates to (i) a transaction notified in accordance with<br/><i>DR</i><br/>3.1.4R(1)(a)<br/>(ii)<br/><i>DR</i><br/>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"><li>• both (i) and (ii)</li></ul> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of<br/><i>person discharging managerial responsibilities/director</i><br/><b>RONA FAIRHEAD</b></p>  | <p>4. State whether notification relates to a<br/><i>person</i><br/>connected with a<br/><i>person discharging managerial responsibilities/director</i><br/>named in 3 and identify the<br/><i>connected person</i><br/><b>N/A</b></p>   |
| <p>5. Indicate whether the notification is in respect of a<br/>holding of the<br/><i>person</i><br/>referred to in 3 or 4 above or in respect of a<br/>non-beneficial interest<br/><sup>1</sup><br/><b>HOLDING</b></p> | <p>Description of<br/><i>shares</i><br/>(including<br/><i>class</i><br/>) , debentures or derivatives or financial instruments relating<br/>to<br/><i>shares</i><br/><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<br/><b>RONA FAIRHEAD</b></p>  | <p>8. State the nature of the transaction<br/><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<br/><b>61</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)<br/><b>0.000008</b><br/>%</p> |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed<br/><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)<br/><b>N/A</b></p>            |
| <p>13. Price per <i>share</i> or value of transaction<br/><b>718.450</b><br/><b>p</b></p>   | <p>14. Date and place of transaction<br/><b>8 MAY 2009</b><br/><b>LONDON</b></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)<br/><b>212,408</b>      <b>0.02623%</b></p> | <p>16. Date issuer informed of transaction<br/><b>11 MAY 2009</b></p>  |

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

- |  |  |
|--|--|
| <p>17. Date of grant<br/><b>N/A</b></p>                                      | <p>18. Period during which or date on which it can be exercised<br/><b>N/A</b></p> |
| <p>19. Total amount paid (if any) for grant of the option<br/><b>N/A</b></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**

—  
—  
**11 MAY 2009**

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**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<br/><i>issuer</i><br/><b>PEARSON PLC</b></p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with<br/><i>DR</i><br/>3.1.4R(1)(a)<br/>(ii)<br/><i>DR</i><br/>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"><li>• both (i) and (ii)</li></ul> <p><b>BOTH (i) AND (ii)</b></p> |
| <p>3. Name of<br/><i>person discharging managerial responsibilities/director</i><br/><b>ROBIN FREESTONE</b></p> | <p>4. State whether notification relates to a<br/><i>person</i><br/>connected with a<br/><i>person discharging managerial responsibilities/director</i><br/>named in 3 and identify the<br/><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<br/>1<br/><b>HOLDING</b></p>                              | <p><b>N/A</b><br/>Description of <i>shares</i> (including <i>class</i>), debentures or derivatives or financial instruments relating to <i>shares</i><br/><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<br/><b>ROBIN FREESTONE</b></p>   | <p>8. State the nature of the transaction<br/><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<br/><b>665</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)<br/><b>0.00008</b><br/>%</p> |
| <p>11. Number of <i>shares</i>, debentures or financial instruments relating to <i>shares</i> disposed<br/><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)<br/><b>N/A</b></p>           |
| <p>13. Price per <i>share</i> or value of transaction<br/><b>718.450</b><br/><b>p</b></p>  | <p>14. Date and place of transaction<br/><b>8 MAY 2009</b><br/><b>LONDON</b></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)<br/><b>65,957 0.00814%</b></p> | <p>16. Date issuer informed of transaction<br/><b>11 MAY 2009</b></p>   |

**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<br>be exercised<br>N/A   |
| 19. Total amount paid (if any) for grant of the option<br>N/A  | 20. Description of<br><i>shares</i><br>or debentures involved (<br><i>class</i><br>and number)<br>N/A  |
| 21. Exercise price (if fixed at time of grant) or indication that price is<br>to be fixed at the time of exercise<br>N/A | 22. Total number of<br><i>shares</i><br>or debentures over which options held<br>following notification<br>N/A   |
| 23. Any additional information<br>N/A  | 24. Name of contact and telephone number for<br>queries:<br><b>JENNIFER BRAUNHOFER</b><br><b>, ASSISTANT COMPANY</b><br><b>SECRETARY, 020 7010 2256.</b> |

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

---

**Date of notification**

—  
—  
**11 MAY 2009**

---

**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
  - 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<br>N/A   | 18. Period during which or date on which it can<br>be exercised<br>N/A   |
| 19. Total amount paid (if any) for grant of the option<br>N/A  | 20. Description of<br><i>shares</i><br>or debentures involved (<br><i>class</i><br>and number)<br>N/A  |
| 21. Exercise price (if fixed at time of grant) or indication that price is<br>to be fixed at the time of exercise<br>N/A | 22. Total number of<br><i>shares</i><br>or debentures over which options held<br>following notification<br>N/A                                   |
| 23. Any additional information<br>N/A  | 24. Name of contact and telephone number for<br>queries:<br><b>JENNIFER<br/>BRAUNHOFER<br/>, ASSISTANT COMPANY<br/>SECRETARY, 020 7010 2256.</b> |

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

---

**Date of notification**

—  
—  
**11 MAY 2009**

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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: 11 May 2009

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary