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PEARSON PLC  
Form 6-K  
July 27, 2005

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 July 2005

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

Pearson plc (the Company)

In 2001, the Company established the Pearson Long Term Incentive Plan (the Plan) for the purpose of providing a long-term share incentive for executive directors

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and senior executives of the Pearson group. The Plan provided for the grant of two separate categories of award relating to ordinary shares in the Company (Shares) - option awards and restricted share awards.

Restricted Share Awards Granted on 16 December 2002

The first tranche of the restricted share awards granted on 16 December 2002, to executive directors, vested on 28 June 2005.

As a result of these Shares being released on 26 July 2005, the following executive directors have become entitled to the number of Shares shown in the second column below. The number of Shares shown in the third column below were sold on 26 July 2005 at a price of 677.67 pence per share in order to discharge tax and social security liabilities on the Shares received, leaving the after-tax number of Shares set out in the final column below.

| Name of Director  | Shares released | Shares sold to discharge tax liabilities | Shares retained |
|-------------------|-----------------|--|-----------------|
| David Bell        | 26,613          | 10,912                                   | 15,701          |
| Rona Fairhead     | 26,613          | 10,912                                   | 15,701          |
| John Makinson     | 34,480          | 14,137                                   | 20,343          |
| Marjorie Scardino | 60,340          | 24,740                                   | 35,600          |

Interests of the Directors

As a result of the above transactions, the executive directors are interested in the following Shares (excluding Shares to which they are notionally entitled or may become entitled, subject to the satisfaction of any relevant conditions, under the Company's employee share plans) :

| Name of Director  | Number of Shares | % of capital |
|-------------------|------------------|--------------|
| David Bell        | 101,695          | 0.01265      |
| Rona Fairhead     | 43,209           | 0.005377     |
| John Makinson     | 147,314          | 0.01833      |
| Marjorie Scardino | 181,238          | 0.02256      |

The Shares required to satisfy these awards have been sourced from an employee benefit trust established by the Company. As a result of the release of Shares described above, the number of Shares held by Mourant & Co Trustees Limited (as trustee of the Pearson Employee Share Ownership Trust) is now 217,683 Shares (representing 0.027% of the Company's issued ordinary share capital).

Each of the executive directors of the Company is for Companies Act purposes, regarded as interested in all the shares held by this trust. Despite the technical interest in all the Shares each executive director will only be entitled to receive from the Trust that number of Shares to which he or she is entitled under share plans operated by the Company in which he or she participates.

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.

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PEARSON plc

Date: 27 July 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary