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PEARSON PLC  
Form 6-K  
September 29, 2003

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 September 2003

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 Shareholding

29 September 2003

RNS  
The London Stock Exchange  
Old Broad Street

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London EC2N 1HP

Dear Sirs

Pearson today announces the following changes in directors' interests in Pearson ordinary shares of 25p each ("shares").

The company made a grant of restricted shares to executive directors under the Long-Term Incentive Plan on 26 September 2003. This represents the company's normal annual grant of long-term incentives to executive directors.

Under the grant, the following executive directors receive restricted shares that will vest on 26 September 2006 : Marjorie Scardino (24,040 restricted shares); John Makinson (16,480); David Bell (16,480); Peter Jovanovich (16,480) and Rona Fairhead (16,480).

The grant includes four additional tranches as follows :

Restricted Shares (#)				
Tranche	(a)	(b)	(c)	(d)
Vesting price	GBP9	GBP11	GBP13	GBP18
M M Scardino	24,040	24,040	24,040	48,080
J C Makinson	16,480	16,480	16,480	32,960
D C M Bell	16,480	16,480	16,480	32,960
P Jovanovich	16,480	16,480	16,480	32,960
R Fairhead	16,480	16,480	16,480	32,960

The tranches shown in (a), (b), (c) and (d) will vest no earlier than 26 September 2006 subject to the Pearson share price reaching GBP9, GBP11, GBP13 and GBP18 respectively for a period of 20 consecutive business days before 26 September 2010.

At the close of business on 26 September 2003, the Pearson share price was 582p.

Yours faithfully  
PEARSON plc

Stephen Jones  
Deputy Secretary

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 29 September 2003

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary