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PEARSON PLC
Form 6-K
March 31, 2003

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 March 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

This Report includes the following documents:

1. A press release from Pearson plc announcing Director Shareholding

31 March 2003

RNS
The London Stock Exchange

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Old Broad Street
London
EC2N 1HP

Dear Sirs

On 28 March, Lord Stevenson transferred 2,763 Pearson plc shares to his adult son as a gift.

Lord Stevenson's beneficial ownership of Pearson plc shares was 161,894 prior to this transfer and 159,131 following it.

Yours faithfully

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 undersigned, thereunto duly authorized.

PEARSON plc

Date: March 31 2003

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary