

PEARSON PLC  
Form 6-K  
March 29, 2010

**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 2010

**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/PDMR Shareholding

Pearson plc -  
(the "Company")  
**Notification of Directors' Interests**

**Long-term Incentive Plan ("LTIP") - Restricted Share Awards Granted in 2003**

The terms of the LTIP awards granted in 2003 required the Company's share price to be maintained at £9.00 or above for 20 consecutive trading days by 26 September 2010, in order for a one-sixth tranche of the shares awarded to vest.

This condition was met on 25 March 2010 and t

he following table sets out the number of shares released to directors on 29 March 2010 under the 2003 LTIP awards. The LTIP rules require that sufficient shares are sold to discharge the PAYE income tax liability on the shares released. The shares set out in the third column below were sold on 29 March 2010 on the London Stock Exchange at a price of £10.44 per share, leaving the after-tax number of shares set out in the final column below.

| <b>Name of Director</b> | <b>Shares Released</b> | <b>Shares Sold to discharge tax liabilities</b> | <b>Shares Retained</b> |
|-------------------------|------------------------|---|------------------------|
| Rona Fairhead           | 16,480                 | 6,757   | 9,723                  |
| John Makinson           | 16,480                 | 6,757   | 9,723                  |
| Marjorie Scardino       | 24,040                 | 9,616   | 10,424*                |

\* 4,000 shares were gifted immediately on release leaving a total of 10,424 shares retained.

**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):

| <b>Name of Director</b> | <b>Number of Shares</b> | <b>% of Capital</b> |
|-------------------------|-------------------------|---------------------|
| Rona Fairhead           | 387,502                 | 0.04775             |

|                   |           |         |
|-------------------|-----------|---------|
| John Makinson     | 566,715   | 0.06984 |
| Marjorie Scardino | 1,113,519 | 0.13722 |

This notification is made in accordance with DTR 3.1.2R and LR9.8.6R(1)

**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: 29 March, 2010

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary