

PEARSON PLC  
Form 6-K  
December 17, 2012

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 December 2012

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

PEARSON PLC  
(the "Company")

Director Shareholding

Below are details of share transfers of ordinary shares of 25p each made on 14 December 2012 and notified to the Company on 14 December 2012:-

On 14 December 2012 Robin Freestone and his spouse Mirima Freestone transferred a combined total of 4,000 ordinary shares of 25p each to the following connected persons:

Name of connected person to whom shares transferred	Number of ordinary shares of 25p each transferred
James Freestone	1,000
William Freestone	1,000
Jonathan Freestone	1,000
Matthew Freestone	1,000

All of the above transfers were made by way of gift. The number of shares in which Robin Freestone and his connected persons are beneficially interested remains at 408,814.

This notification is made in accordance with DTR 3.1.2R.

Natalie Dale  
Assistant Company Secretary

17 December 2012

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: 17 December 2012

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary