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PEARSON PLC  
Form 6-K  
May 12, 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 May/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

12 May 2003

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RNS  
The London Stock Exchange  
Old Broad Street  
London  
EC2N 1HP

Dear Sirs

Pearson plc (the Company) announces that on 9 May 2003, Pearson Employee Share Trustees Limited (the Trustee), as Trustee of the Pearson Employee Share Trust (the Trust), acquired 4,854 ordinary shares in the Company (Shares). These Shares were acquired at a price of 511.60p per Share under the Company's Dividend Reinvestment Plan in respect of the final dividend for the year ended 31 December 2002.

In consequence of the acquisition of Shares referred to above, the total number of Shares held by the Trustee has increased to 180,256 Shares.

As the Trust is a discretionary trust under which all employees (including executive directors) of the Pearson group are potential beneficiaries, each executive director is treated for Companies Act purposes as interested in the Shares referred to above.

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 undersigned, thereunto duly authorized.

PEARSON plc

Date: 12 May 2003

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary