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PEARSON PLC  
Form 6-K  
June 28, 2004

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 June 2004

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

28 June 2004  
RNS  
The London Stock Exchange  
The London Stock Exchange Tower

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Old Broad Street  
London EC2N 1HP

Dear Sirs

Pearson plc (the Company)

In 1999, the Company established the Pearson Reward Plan (the Plan) for the purpose of providing a long term share incentive for executive directors and senior executives of the Pearson group. The Plan provided for the grant of two separate categories of award relating to ordinary shares in the Company (Shares) - Pearson Premium Option awards and Pearson Equity Incentive (PEI) awards.

The vesting level of PEI awards is dependent on the Company's performance over a three-year period, measured in terms of free cash flow per share. On 8 June 2002, the PEI awards granted in 1999 vested as to 97.2 % of the Shares originally comprised in the award. These Shares were subject to a two-year retention period following vesting. Employee benefit trusts hold sufficient Shares to satisfy these PEI awards.

The Shares required to satisfy these awards have been sourced from two employee benefit trusts established by the Company. As a result of the release of Shares described above, the number of shares held by Pearson Employee Share Trustees Limited (as trustee of the Pearson Employee Share Trust) is now 106,141 Shares (representing 0.013% of the Company's issued ordinary share capital), and the number of Shares held by Mourant & Co Trustees Limited (as trustee of the Pearson plc Employee Share Ownership Trust) is 367,373 Shares (representing 0.046% of the Company's issued ordinary share capital).

No executive directors have called for Shares under these PEI awards.

Each of the executive directors of the Company is for Companies Act purposes, regarded as interested in all the shares held by these trusts. Despite the technical interest in all the Shares each executive director will only be entitled to receive from the Trust that number of Shares to which he or she is entitled under share plans operated by the Company in which he or she participates.

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: 28 June 2004

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary