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PEARSON PLC
Form 6-K
May 11, 2006

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 May, 2006

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

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(the "Company")

Annual Bonus Share Matching Plan (the "Plan")

On 11 May 2006, participants became entitled to ordinary shares in the Company ("Shares") on maturity of their right to "matching shares" under the rules of the Plan (the "Rules"). Under the Plan, participants who invest their after-tax bonus in shares become entitled, without payment, to "matching shares" on a one-for-one basis if a corporate performance target is met over a five year period. In relation to awards made on 11 May 2001, the five year performance target was met in 2006. Accordingly, under the Rules, participants are now entitled to matching shares on a one-for-one basis.

The pre-tax number of matching shares to which executive directors became entitled is as follows:-

Name of Director	Number of Shares
Marjorie Scardino	14,181
David Bell	6,371
John Makinson	9,553

The Rules require that sufficient shares are sold to discharge the PAYE income tax liability on the shares released. In consequence, the shares set out in the second column below were sold on 11 May 2006 at a price of 7.685p per share, leaving the after-tax number of shares set out in the final column below:-

Name of Director	Number of Shares Sold	Number of Shares Retained
Marjorie Scardino	5,815	8,366
David Bell	2,613	3,758
John Makinson	3,917	5,636

As a result, the executive directors named below are interested in the following shares (excluding shares to which they may become entitled, subject to satisfaction of any relevant conditions, under the Company's employee share schemes):-

Name of Director	Number of Shares	% of Issued Share Capital
Marjorie Scardino	199,015	0.02474
David Bell	111,316	0.01384
John Makinson	160,987	0.02001

The shares required to satisfy these awards have been sourced from an employee benefit trust established by the Company. Each executive director is deemed for Companies Act purposes to be interested in all the shares held by the trust. As a result of the release of shares described above, the number of shares held by Maurant & Co Trustees Limited (as trustee of the Pearson plc Employee Share Ownership Trust) is 1,694,323 shares (representing 0.2106% of the Company's issued ordinary share capital).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PEARSON plc

Date: 11 May, 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary