

PEARSON PLC  
Form 6-K  
March 04, 2009

**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 2009

**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 '

4 March 2009

### **Pearson plc - Notification of Directors' Interests**

Pearson today announces the following changes in directors' interests in Pearson ordinary shares of 25p each ("shares").

The company yesterday made a grant of restricted shares to executive directors under its existing Long-Term Incentive Plan. This represents the company's annual grant of long-term incentives to executive directors for 2009.

The earliest normal vesting date on which shares may be released is 3 March 2012. Subject to meeting certain performance conditions in full, and the retention of shares that vest on 3 March 2012 for a further two years, the maximum number of shares that the following executive directors may receive is: Marjorie Scardino (450,000); Will Ethridge (175,000); Rona Fairhead (150,000); Robin Freestone (150,000); and John Makinson (150,000).

One third of the award will be based on Pearson's total shareholder return performance relative to the constituents of the FTSE World Media Index over the three-year period 2009 to 2012. Another third of the award will be based on Pearson's return on invested capital in 2011. The final third of the award will be based on Pearson's growth in earnings per share over the period 2008 to 2011. The conditions and vesting arrangements will be set out in more detail in the report on directors' remuneration for 2009.

**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: 04 March, 2009

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary