

PEARSON PLC  
Form 6-K  
April 23, 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 April 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

Yes

No X

This Report includes the following documents:

1. A press release from Pearson plc announcing Director/PDMR Shareholding

**PEARSON PLC**  
(the  
**"Company"**  
)

**Annual Bonus Share Matching Plan (the "Plan")**

On 16 April 2009, 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 16 April 2004, the five year performance target was met in 2009. Accordingly, under the Rules, participants are now entitled to matching shares on a one-for-one basis.

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 22

April 2009 at a price of  
£6.74

per share, leaving the after-tax number of shares set out in the final column below:-

| <b>Name of Director</b> | <b>Number of Shares Sold</b> | <b>Number of Shares Retained</b> |
|-------------------------|------------------------------|----------------------------------|
| David Bell              | 19                           | 46                               |
| Rona Fairhead           | 22                           | 52                               |

As a result, the executive director  
s  
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**

|               |         |          |
|---------------|---------|----------|
| David Bell    | 253,050 | 0.03125% |
| Rona Fairhead | 212,347 | 0.02622% |

**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: 23 April, 2009

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary