

Edgar Filing: PEARSON PLC - Form 6-K

PEARSON PLC
Form 6-K
September 26, 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 September, 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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Notification of transactions of directors, persons
discharging managerial responsibility or connected persons

This form is intended for use by an issuer to make a RIS notification required
by DR 3.14R(1).

(1) An issuer making a notification in respect of a transaction relating to the
shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.

(2) An issuer making a notification in respect of a derivative relating the
shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3) An issuer making a notification in respect of options granted to a director/
person discharging managerial responsibilities should complete boxes 1 to 3 and
17 to 24.

(4) An issuer making a notification in respect of a financial instrument
relating to the shares of the issuer (other than a debenture) should complete
boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes should in block capital letters.

- | | |
|--|--|
| 1. Name of the issuer

PEARSON PLC | 2. State whether the notification
relates to (i) a transaction
notified in accordance with
DR3.1.4R(1) (a)

(ii) DR3.1.4(R) (1) (b) a
disclosure made in accordance
with section324 (as extended by
section328) of the Companies Act
1985; or
both (i) and (ii)
BOTH (i) AND (ii) |
| 3. Name of person discharging
managerial responsibilities/
director

DAVID BELL | 4. State whether notification
relates to a person connected
with a person discharging
managerial responsibilities/
director named in 3and identify
the connected person
N/A |
| 5. Indicate whether the notification
is in respect of a holding of the
person referred to in 3or 4above
or in respect of a non-beneficial
interest1
HOLDING | 6. Description of shares (including
class), debentures or derivatives
or financial instruments relating
to shares

ORDINARY SHARES OF 25P EACH |
| 7. Name of registered shareholder(s)
and, if more than one, the number
of shares held by each of them
DAVID BELL | 8. State the nature of the
transaction

REINVESTMENT OF DIVIDEND THROUGH
THE COMPANY'S DIVIDEND
REINVESTMENT PLAN |
| 9. Number of shares, debentures or
financial instruments relating to
shares acquired | 10. Percentage of issued class
acquired (treasury shares of that
class should not be taken into
account when calculating
percentage) |

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1,479 SHARES

0.00018%

- | | |
|--|---|
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed N/A</p> | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) N/A</p> |
| <p>13. Price per share or value of transaction

749.5357p</p> | <p>14. Date and place of transaction

22 SEPTEMBER 2006
LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

112,795 0.01400%</p> | <p>16. Date issuer informed of transaction

25 SEPTEMBER 2006</p> |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

- | | |
|--|--|
| <p>17. Date of grant

N/A</p> | <p>18. Period during which or date on which it can be exercised

N/A</p> |
| <p>19. Total amount paid (if any) for grant of the option

N/A</p> | <p>20. Description of shares or debentures involved (class and number)

N/A</p> |
| <p>21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A</p> | <p>22. Total number of shares or debentures over which options held following notification

N/A</p> |
| <p>23. Any additional information

N/A</p> | <p>24. Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT SECRETARY, 020 7010 2256</p> |

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON
ASSISTANT SECRETARY

Date of notification 26 SEPTEMBER 2006

Please complete all relevant boxes should in block capital letters.

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- | | |
|---|---|
| <p>1. Name of the issuer</p> <p style="margin-left: 40px;">PEARSON PLC</p> | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DR3.1.4R(1) (a)</p> <p style="margin-left: 40px;">(ii) DR3.1.4(R) (1) (b) a disclosure made in accordance with section324 (as extended by section328) of the Companies Act 1985; or both (i) and (ii)
BOTH (i) AND (ii)</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p style="margin-left: 40px;">JOHN MAKINSON</p> | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3and identify the connected person</p> <p style="margin-left: 40px;">N/A</p> |
| <p>5. Indicate whether the notification is in respect of a holding of the person referred to in 3or 4above or in respect of a non-beneficial interest</p> <p style="margin-left: 40px;">HOLDING</p> | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p style="margin-left: 40px;">ORDINARY SHARES OF 25P EACH</p> |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them</p> <p style="margin-left: 40px;">JOHN MAKINSON</p> | <p>8. State the nature of the transaction</p> <p style="margin-left: 40px;">REINVESTMENT OF DIVIDEND THROUGH THE COMPANY'S DIVIDEND REINVESTMENT PLAN</p> |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p style="margin-left: 40px;">2,162 SHARES</p> | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p style="margin-left: 40px;">0.00027%</p> |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed</p> <p style="margin-left: 40px;">N/A</p> | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</p> <p style="margin-left: 40px;">N/A</p> |
| <p>13. Price per share or value of transaction</p> <p style="margin-left: 40px;">749.5357p</p> | <p>14. Date and place of transaction</p> <p style="margin-left: 40px;">22 SEPTEMBER 2006
LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)</p> <p style="margin-left: 40px;">163,149 0.02025%</p> | <p>16. Date issuer informed of transaction</p> <p style="margin-left: 40px;">25 SEPTEMBER 2006</p> |

If a person discharging managerial responsibilities has been granted options by

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the issuer complete the following boxes

- | | |
|---|---|
| 17. Date of grant
N/A | 18. Period during which or date on which it can be exercised
N/A |
| 19. Total amount paid (if any) for grant of the option
N/A | 20. Description of shares or debentures involved (class and number)
N/A |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise
N/A | 22. Total number of shares or debentures over which options held following notification
N/A |
| 23. Any additional information
N/A | 24. Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT SECRETARY, 020 7010 2256 |

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON
ASSISTANT SECRETARY

Date of notification 26 SEPTEMBER 2006

Please complete all relevant boxes should in block capital letters.

- | | |
|---|--|
| 1. Name of the issuer

PEARSON PLC | 2. State whether the notification relates to (i) a transaction notified in accordance with DR3.1.4R(1) (a)

(ii) DR3.1.4(R) (1) (b) a disclosure made in accordance with section324 (as extended by section328) of the Companies Act 1985; or both (i) and (ii)
BOTH (i) AND (ii) |
| 3. Name of person discharging managerial responsibilities/director

ROBIN FREESTONE | 4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3and identify the connected person
N/A |
| 5. Indicate whether the notification is in respect of a holding of the person referred to in 3or 4above or in respect of a non-beneficial interest
HOLDING | 6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY SHARES OF 25P EACH |

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- | | |
|---|---|
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them
ROBIN FREESTONE</p> | <p>8. State the nature of the transaction

REINVESTMENT OF DIVIDEND THROUGH THE COMPANY'S DIVIDEND REINVESTMENT PLAN</p> |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired

28 SHARES</p> | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

0.0000035%</p> |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed N/A</p> | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) N/A</p> |
| <p>13. Price per share or value of transaction

749.5357p</p> | <p>14. Date and place of transaction

22 SEPTEMBER 2006
LONDON</p> |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)
2,089 0.00026%</p> | <p>16. Date issuer informed of transaction

25 SEPTEMBER 2006</p> |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

- | | |
|--|--|
| <p>17. Date of grant

N/A</p> | <p>18. Period during which or date on which it can be exercised

N/A</p> |
| <p>19. Total amount paid (if any) for grant of the option

N/A</p> | <p>20. Description of shares or debentures involved (class and number)

N/A</p> |
| <p>21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A</p> | <p>22. Total number of shares or debentures over which options held following notification

N/A</p> |
| <p>23. Any additional information

N/A</p> | <p>24. Name of contact and telephone number for queries: JENNIFER BURTON, ASSISTANT SECRETARY, 020 7010 2256</p> |

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON

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ASSISTANT SECRETARY

Date of notification ____26 SEPTEMBER 2006_____

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: 26 September, 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary