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PEARSON PLC
Form 6-K
September 29, 2003

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 2003

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 Shareholding

29 September 2003

RNS
The London Stock Exchange
Old Broad Street

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London EC2N 1HP

Dear Sirs

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

The company made a grant of restricted shares to executive directors under the Long-Term Incentive Plan on 26 September 2003. This represents the company's normal annual grant of long-term incentives to executive directors.

Under the grant, the following executive directors receive restricted shares that will vest on 26 September 2006 : Marjorie Scardino (24,040 restricted shares); John Makinson (16,480); David Bell (16,480); Peter Jovanovich (16,480) and Rona Fairhead (16,480).

The grant includes four additional tranches as follows :

| Tranche | Restricted Shares (#) | | | |
|---------------|-----------------------|--------|--------|--------|
| | (a) | (b) | (c) | (d) |
| Vesting price | GBP9 | GBP11 | GBP13 | GBP18 |
| M M Scardino | 24,040 | 24,040 | 24,040 | 48,080 |
| J C Makinson | 16,480 | 16,480 | 16,480 | 32,960 |
| D C M Bell | 16,480 | 16,480 | 16,480 | 32,960 |
| P Jovanovich | 16,480 | 16,480 | 16,480 | 32,960 |
| R Fairhead | 16,480 | 16,480 | 16,480 | 32,960 |

The tranches shown in (a), (b), (c) and (d) will vest no earlier than 26 September 2006 subject to the Pearson share price reaching GBP9, GBP11, GBP13 and GBP18 respectively for a period of 20 consecutive business days before 26 September 2010.

At the close of business on 26 September 2003, the Pearson share price was 582p.

Yours faithfully
PEARSON plc

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 29 September 2003

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary