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PEARSON PLC  
Form 6-K  
May 09, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 2005

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

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This Report includes the following documents:

1. A press release from Pearson plc announcing Director Shareholding

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED  
PERSONS

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- 1) NAME OF COMPANY  
PEARSON PLC
- 2) NAME OF DIRECTOR  
LORD BURNS
- 3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest  
  
DIRECTOR'S OWN HOLDING
- 4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them. (If notified)  
  
AS IN 2) ABOVE
- 5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)  
  
NO
- 6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary  
  
REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP
- 7) Number of shares/amount of stock acquired  
  
8
- 8) Percentage of issued Class  
  
0.000001%
- 9) Number of shares/amount of stock disposed  
  
N/A
- 10) Percentage of issued Class  
  
N/A
- 11) Class of security  
  
25P ORDINARY SHARES
- 12) Price per share  
  
GBP 0.157
- 13) Date of transaction

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06/05/2005

14) Date company informed

09/05/2005

15) Total holding following this notification

4,440

16) Total percentage holding of issued class following this notification

0.00055%

IF A DIRECTOR HAS BEEN GRANTED OPTIONS BY THE COMPANY PLEASE  
COMPLETE THE FOLLOWING BOXES

17) Date of grant

N/A

18) Period during which or date on which exercisable

N/A

19) Total amount paid (if any) for grant of the option

N/A

20) Description of shares or debentures involved: class, number.

N/A

21) Exercise price (if fixed at time of grant) or indication that price  
is to be fixed at time of exercise

N/A

22) Total number of shares or debentures over which options held  
following this notification

N/A

23) Any additional information

OPERATION OF EVERGREEN MANDATE

24) Name of contact and telephone number for queries

ANDY WILKINSON, SHARE PLANS MANAGER, 020 7010 2252

25) Name and signature of authorised company official responsible for  
making this notification

Date of Notification 09/05/2005

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### 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: 09 May 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary