

PEARSON PLC  
Form 6-K  
April 08, 2013

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 2013

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

PEARSON PLC  
(the "Company")

Director Shareholding

The Company was notified on 5 April 2013 of the following transfer of ordinary shares of 25p each:-

On 5 April 2013, Robin Freestone transferred 176,996 ordinary shares of 25p each in the Company to his spouse, Mirima Helen Freestone.

This transfer was made by way of gift. The number of shares in which Robin Freestone and his connected persons are beneficially interested remains at 445,676.

This notification is made in accordance with DTR 3.1.2R.

Natalie Dale  
Assistant Company Secretary  
Pearson plc

8 April 2013

PEARSON plc

Date: 08 April 2013

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary