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PEARSON PLC  
Form 6-K  
January 05, 2004

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 January, 2004

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

5 January 2004

RNS  
The London Stock Exchange  
Old Broad Street

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London  
EC2N 1HP

Dear Sirs

Non-Executive Directors' Share Purchase Plan

Below are details of purchases of ordinary shares made on 31 December 2003 under the Non-Executive Directors' Share Purchase Plan:-

| Name of Director          | No. of Shares Purchased | Percentage of Issued Stock | Price per Share | Total Holding Following Notification | Total Percentage Following Notification |
|---------------------------|-------------------------|----------------------------|-----------------|--------------------------------------|---|
| Lord Burns                | 238                     | 0.000030%                  | 625.78p         | 3,043                                | 0.00038%                                |
| Reuben Mark               | 309                     | 0.000039%                  | 625.78p         | 13,561                               | 0.00169%                                |
| Vernon Sankey Gurvirendra | 238                     | 0.000030%                  | 625.78p         | 2,992                                | 0.00037%                                |
| Talwar                    | 966                     | 0.000120%                  | 625.78p         | 12,268                               | 0.00153%                                |

If there are any questions in connection with this matter, please do not hesitate to contact me.

Yours faithfully

Stephen Jones

Deputy Secretary

SAJ/DC

END

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: 5 January, 2004

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary