

PEARSON PLC  
Form 6-K  
December 17, 2014

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 December 2014

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

Below are details of share transfers of ordinary shares of 25p each notified to the Company on 16 December 2014:-

On 16 December 2014 Mirima Helen Freestone, a connected person of Robin Freestone, made transfers of shares to the following persons:

| Name of person to whom shares transferred | Number of shares transferred | Notes                                     |
|---|------------------------------|---|
| James Freestone                           | 1,000                        | Not a connected person of Robin Freestone |
| William Freestone                         | 1,000                        | Connected person of Robin Freestone       |
| Jonathan Freestone                        | 1,000                        | Connected person of Robin Freestone       |
| Matthew Freestone                         | 1,000                        | Connected person of Robin Freestone       |

All of the above transfers were made by way of gift. As a result of the transfers, the number of shares in which Robin Freestone and his connected persons are beneficially interested is 504,283 ordinary shares of 25p each, representing 0.06151% of Pearson's issued share capital.

(Note: In addition to the above transfers, Mr Freestone's overall share interest has reduced from 509,632 by 4,349 ordinary shares, held by his son James, who is no longer considered to be a connected person.)

This notification is made in accordance with DTR 3.1.2R.

By: /s/ STEPHEN JONES

-----  
Stephen Jones  
Deputy Secretary