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PEARSON PLC  
Form 6-K  
May 06, 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 May, 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

6 May 2004

RNS  
The London Stock Exchange

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Old Broad Street  
London  
EC2N 1HP

Dear Sirs

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

On 5 May 2004, the company made a grant of 30,000 restricted shares to Dennis Stevenson under the terms of the Long-Term Incentive Plan, as set out in the report on directors' remuneration in the 2003 Pearson Annual Report. This award will vest subject to the Pearson share price reaching GBP 9.00 for a period of 20 consecutive business days prior to 5 May 2007. If this condition is not met, the award will lapse.

At the close of business on 5 May 2004, the Pearson share price was 673.5p.

Yours faithfully

Stephen Jones  
Deputy Secretary

SAJ/DC

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: 6 May, 2004

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary