

PEARSON PLC
Form 6-K
September 24, 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 September 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

NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- | | |
|--|---|
| <p>1. Name of the issuer</p> <p>PEARSON PLC</p> | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2R; (ii) a disclosure made in accordance with LR 9.8.6R(1); or (iii) a disclosure made in accordance with section 793 of the Companies Act 2006.</p> <p>BOTH (i) AND (ii)</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p>PHILIP HOFFMAN</p> | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person</p> <p>N/A</p> |
| <p>5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest¹</p> <p>HOLDING</p> | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>AMERICAN DEPOSITARY RECEIPTS (ADRs)</p> |
| <p>7. Name of registered shareholder(s) and, if more than one, the number of shares held by each of them</p> <p>PHILIP HOFFMAN</p> | <p>8. State the nature of the transaction</p> <p>SALE</p> |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>N/A</p> | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>N/A</p> |
| <p>11. Number of shares, debentures or financial</p> | <p>12. Percentage of issued class disposed (treasury shares of that class should</p> |

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| | |
|---|--|
| instruments relating to shares disposed | not be taken into account when calculating percentage) |
| 35,961 ADRs | 0.00439% |
| 13. Price per share or value of transaction | 14. Date and place of transaction |
| \$19.80 PER ADR | 23 SEPTEMBER 2014 - USA |
| 15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) | 16. Date issuer informed of transaction |
| 70,109 0.00855% | 24 SEPTEMBER 2014 |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

| | |
|---|--|
| 17. Date of grant N/A | 18. Period during which or date on which it can be exercised N/A |
| 19. Total amount paid (if any) for grant of the option N/A | 20. Description of shares or debentures involved (class and number) N/A |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise N/A | 22. Total number of shares or debentures over which options held following notification N/A |
| 23. Any additional information N/A | 24. Name of contact and telephone number for queries: NATALIE DALE - 020 7010 2261 |

Name of duly authorised officer of issuer responsible for making notification
NATALIE DALE, ASSISTANT COMPANY SECRETARY

Date of notification: 24 SEPTEMBER 2014

Notes: This form is intended for use by an issuer to make a RIS notification required by DTR 3.1.4.

(1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.

(2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

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(3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.

(4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

PEARSON plc

Date: 24 September 2014

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary