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PEARSON PLC  
Form 6-K  
December 17, 2002

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 December, 2002

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

17 December 2002

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Dear Sirs,

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

The company made a grant of restricted shares to executive directors under the Long Term Incentive Plan on 16 December 2002. This represents this year's grant of long-term incentives to executive directors.

The following executive directors were granted restricted shares which will vest on 28 June 2005: Marjorie Scardino (60,340 restricted shares); John Makinson (34,480); David Bell (26,613); Peter Jovanovich (33,066) and Rona Fairhead (26,613).

The grant included four additional tranches as follows:

Tranche	Restricted Shares (#)			
	(a)	(b)	(c)	(d)
Vesting price	GBP9	GBP11	GBP13	GBP18
M M Scardino	60,340	60,340	60,340	120,680
J C Makinson	34,480	34,480	34,480	68,960
D C M Bell	26,613	26,613	26,613	53,226
P Jovanovich	33,066	33,066	33,066	66,132
R Fairhead	26,613	26,613	26,613	53,226

The tranches shown in (a), (b), (c) and (d) will vest no earlier than 28 June 2005 subject to the Pearson share price reaching GBP9, GBP11, GBP13 and GBP18 respectively for a period of 20 consecutive business days before 28 June 2009.

At the close of business on 16 December 2002, the Pearson share price was GBP6.385.

Yours faithfully,

PEARSON plc

Julia Casson

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Company Secretary

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: 17 December 2002

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary