

11 May 2006

Pearson plc  
Submission Pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934 - File number: 82-4019

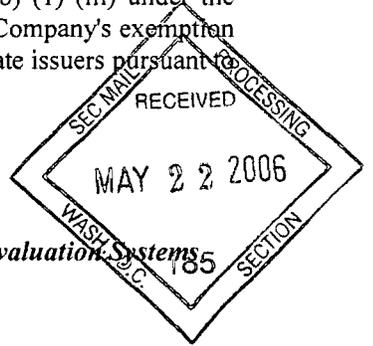
**SUPPL**

Dear Sirs

On behalf of Pearson plc, a company duly organised under the laws of England and Wales (the "Company"), I am furnishing the following information pursuant to Rule 12g3-2(b) (1) (iii) under the United States Securities Exchange Act of 1934 (the "Act") in order to maintain the Company's exemption from the reporting requirements of Section 12 (g) of the Act available to foreign private issuers pursuant to Rule 12g3-2(b) thereunder:

**Press Releases:-**

- 25 April *Pearson in Asia presentation*
- 25 April *Pearson enters teacher certification market by acquiring National Evaluation Systems*
- 28 April *Directorate changes*
- 5 May *Directors' shareholding*
- 5 May *Pearson to acquire Paravia Bruno Mondadori*
- 8 May *Directors' shareholding*
- 11 May *Release of restricted shares*



Any questions concerning this submission may be directed to me at the address and telephone number above.

Please acknowledge receipt of this letter by stamping and returning the enclosed duplicate of this letter to me in the enclosed self-addressed stamped envelope.

Very truly yours

Stephen Jones  
Deputy Secretary

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FINANCIAL

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attention: Office of International Corporate Finance  
Division of Corporation Finance  
Mail Stop 3-9



John Ridding, Editor and Publisher, FT Asia, gave the attached presentation to a Lehman Brothers roadshow.

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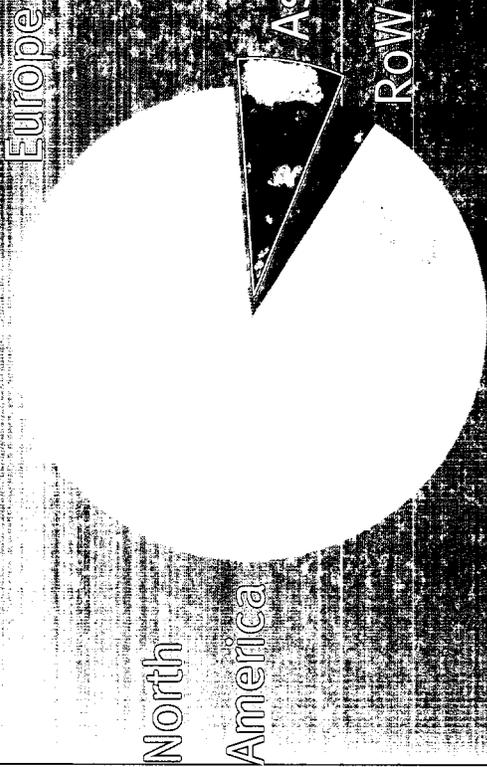


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# Pearson in Asia (2005)

Sales

Adjusted operating profit



Asia Pacific 7%

Europe

North America

Asia Pacific 7%

ROW

North America

America



**Group: \$7,045 million**  
**Asia: \$516 million**

**Group: \$875m**  
**Asia: \$64 million**

# Pearson Education International

## By region

Latin  
America

Asia

UK

Canada

Continent  
Europe

## By product

School  
Publishing

ELT

Professional

School  
Testing

Higher Education

# 2005 sales: \$1.4 billion



PEARSON ASIA

培生

Pearson in Asia

30 March 2006

# Economic and demographic landscape

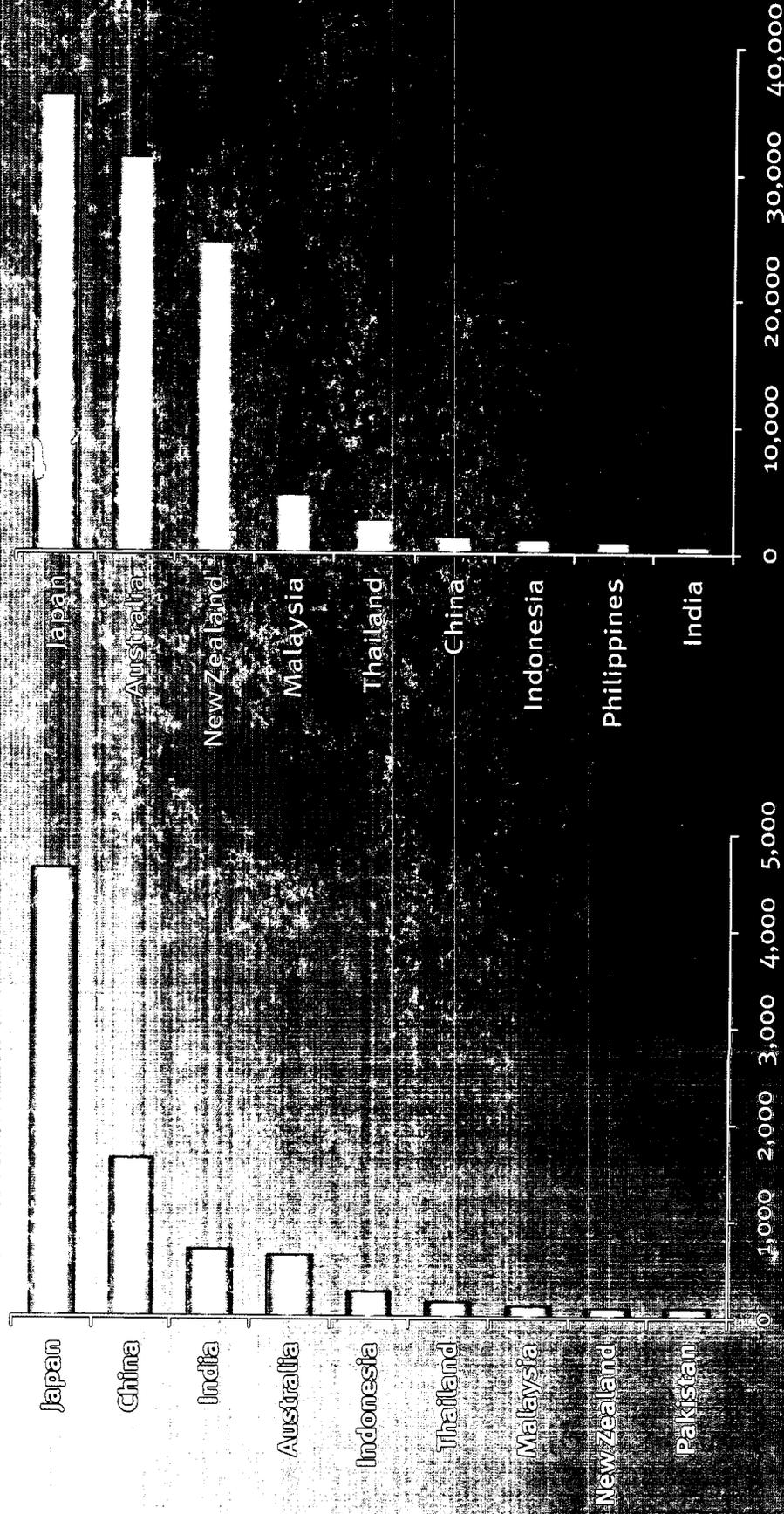
## Mix of developed and developing economies

GDP

\$bn, 2004A

GDP per capita

\$. 2004A



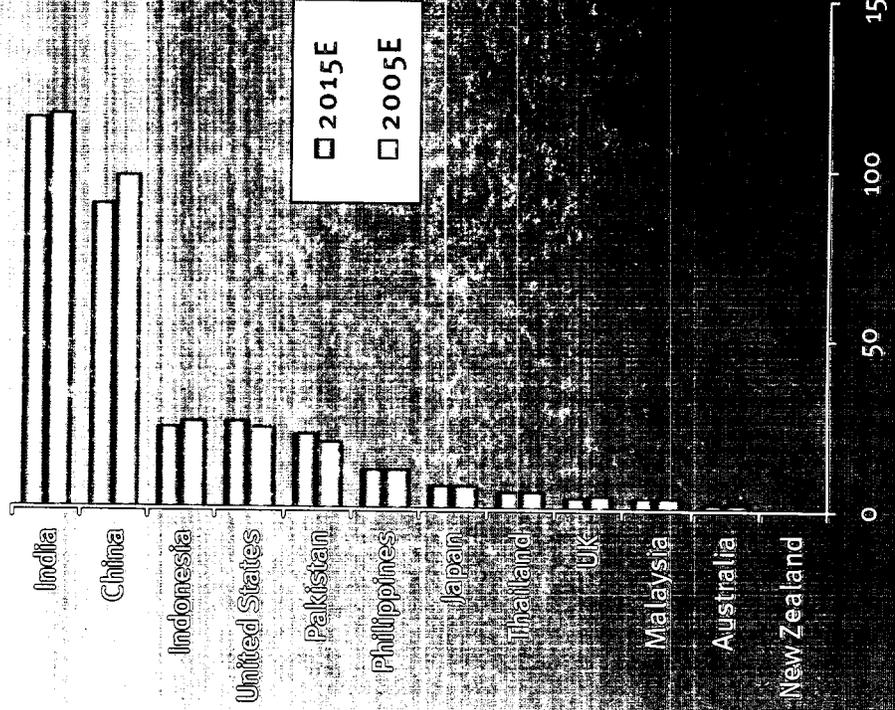
Source: UNESCO

Source: UNESCO

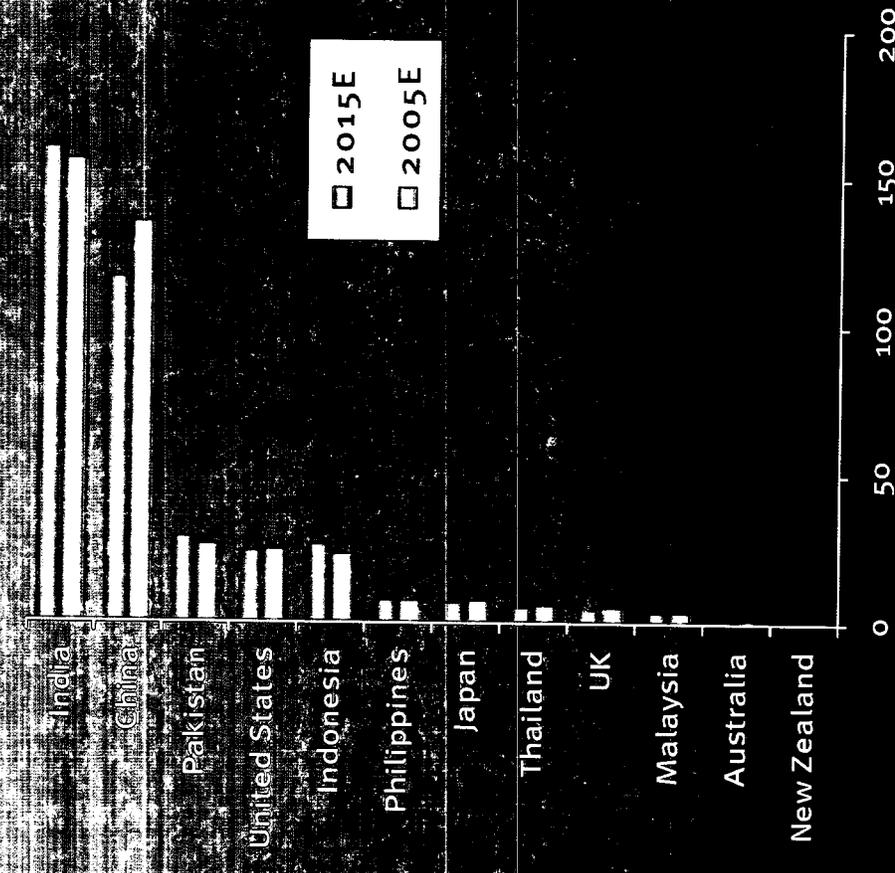
# School age population

## Vast addressable market, shifting demographics

Number of children of primary age  
billion



Number of children of secondary age  
million



Source: World Bank

Source: World Bank

# Participation rates

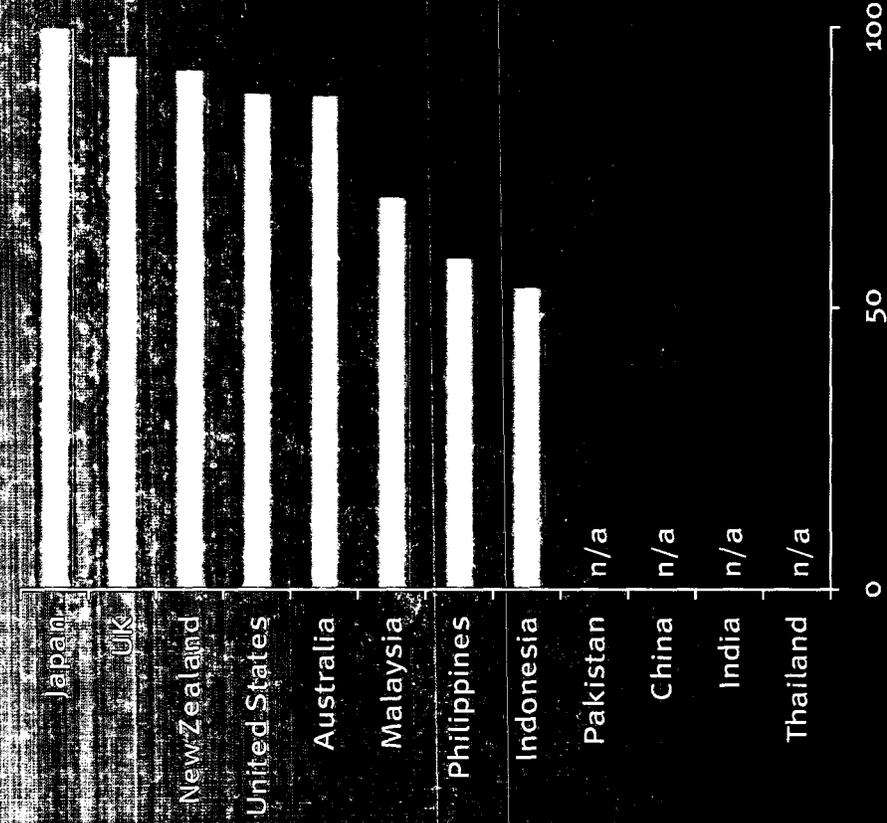
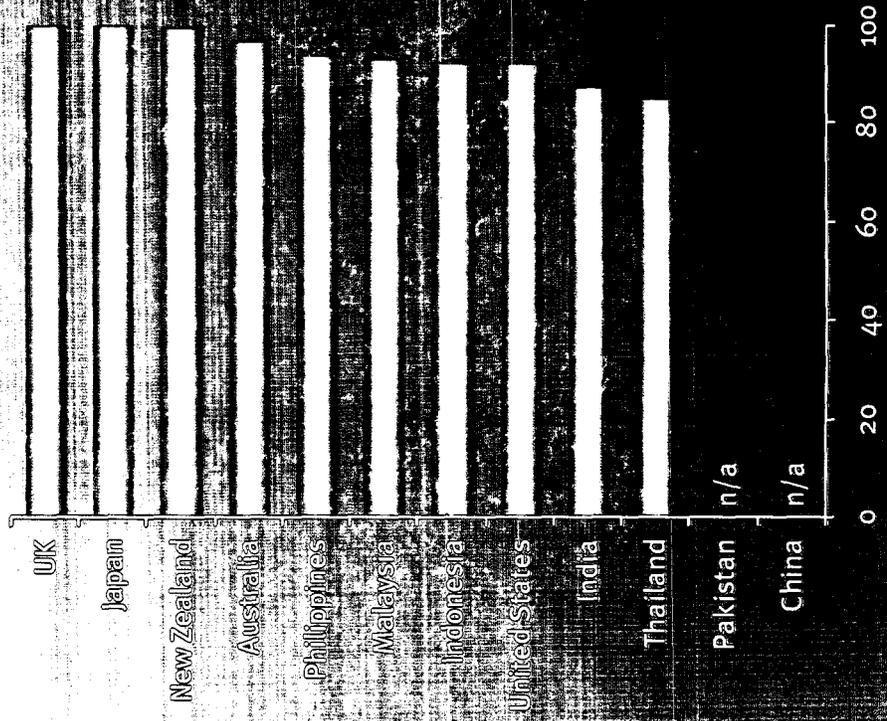
## High in primary, growth to come in secondary

Primary participation rates, 2002

Secondary participation rates, 2002

% of primary pop. in primary school

% of secondary pop. in secondary school

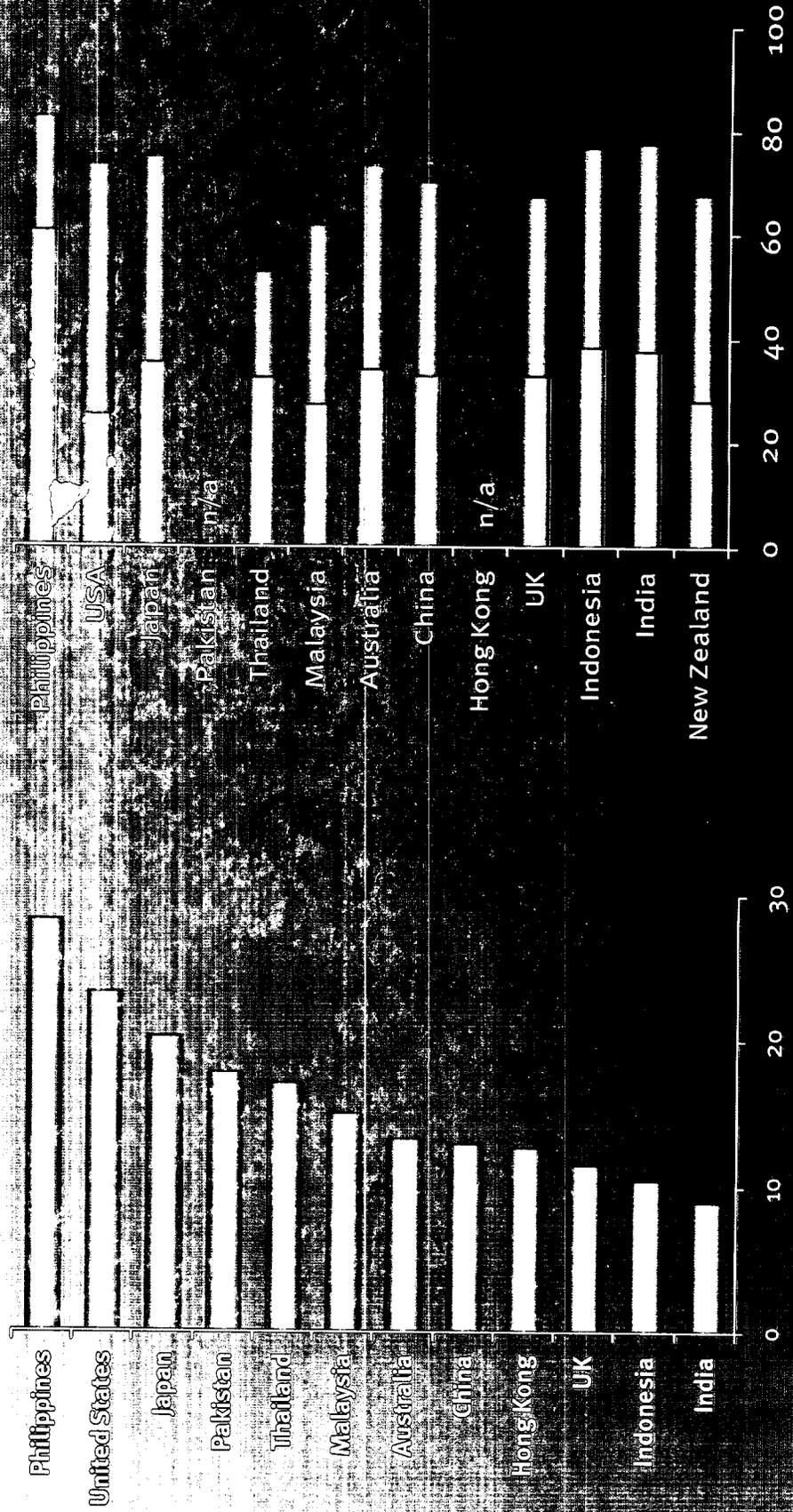


# Government expenditure on education

## Growth in absolute spend and secondary participation key

Education exp. as % of govt. exp.  
% of most recent data

Primary vs Secondary exp.  
% of education expenditure



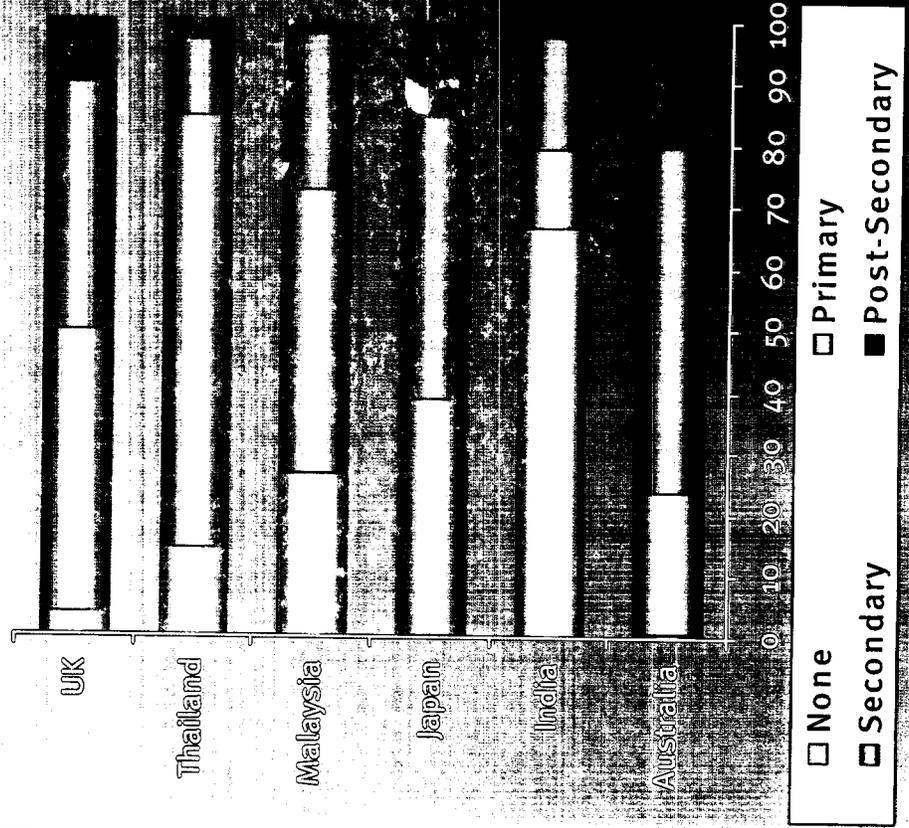
Source: UNESCO

Source: UNESCO

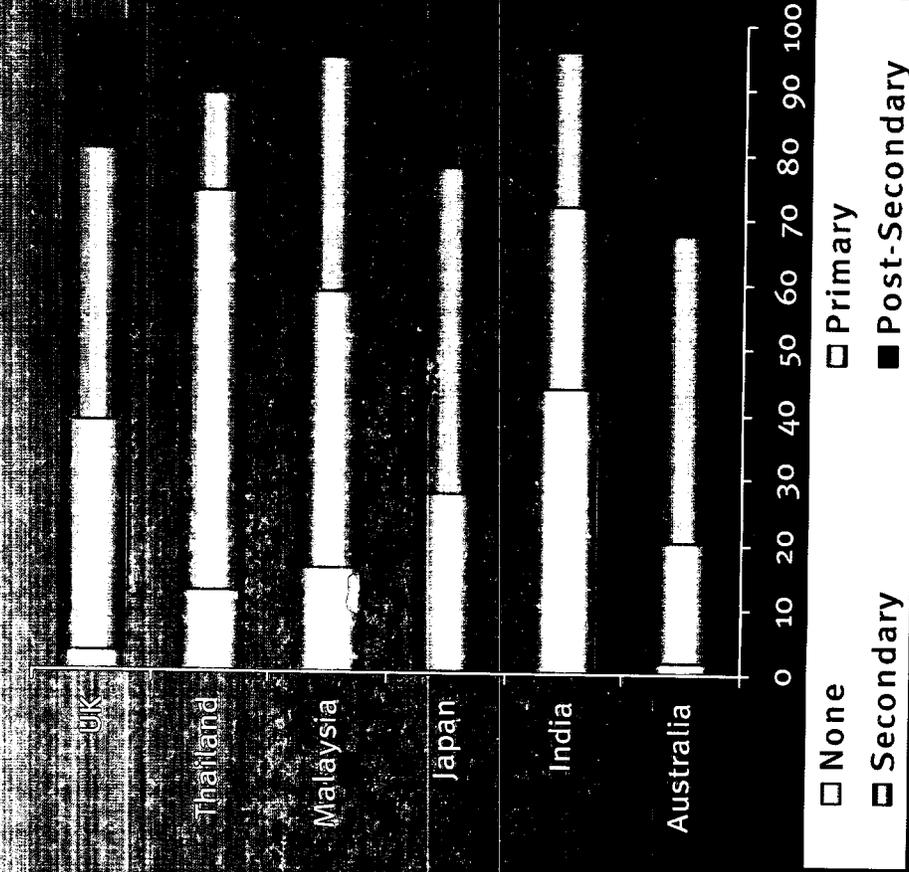
# Education attainment Education levels are rising

Highest level of education achieved  
Proportion of adults aged 15+ (1980)

Highest level of education achieved  
Proportion of adults aged 15+ (2000)



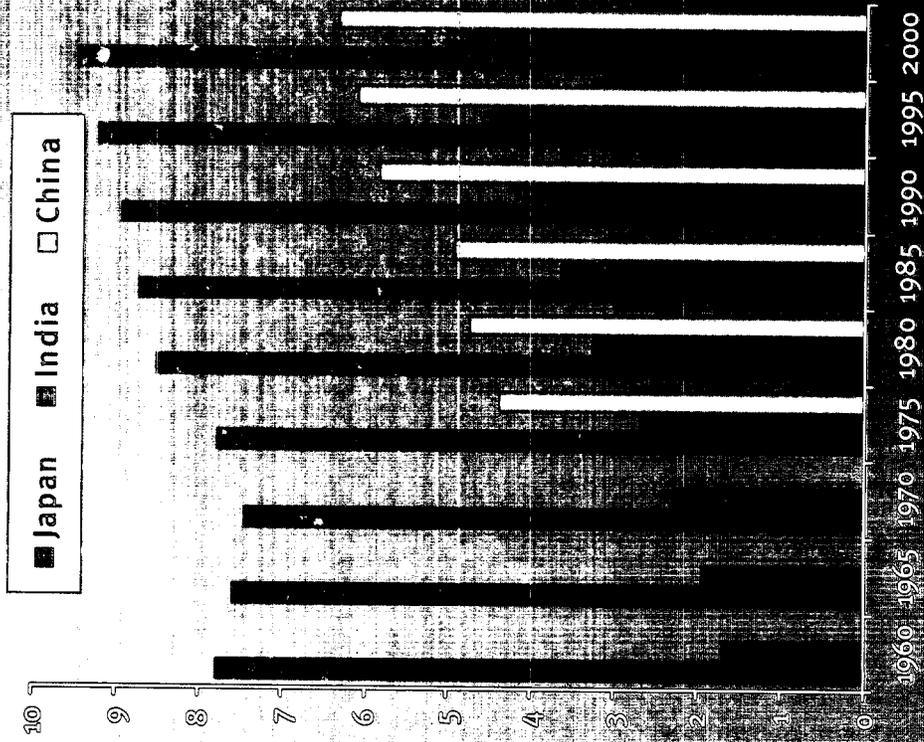
Source: World Bank



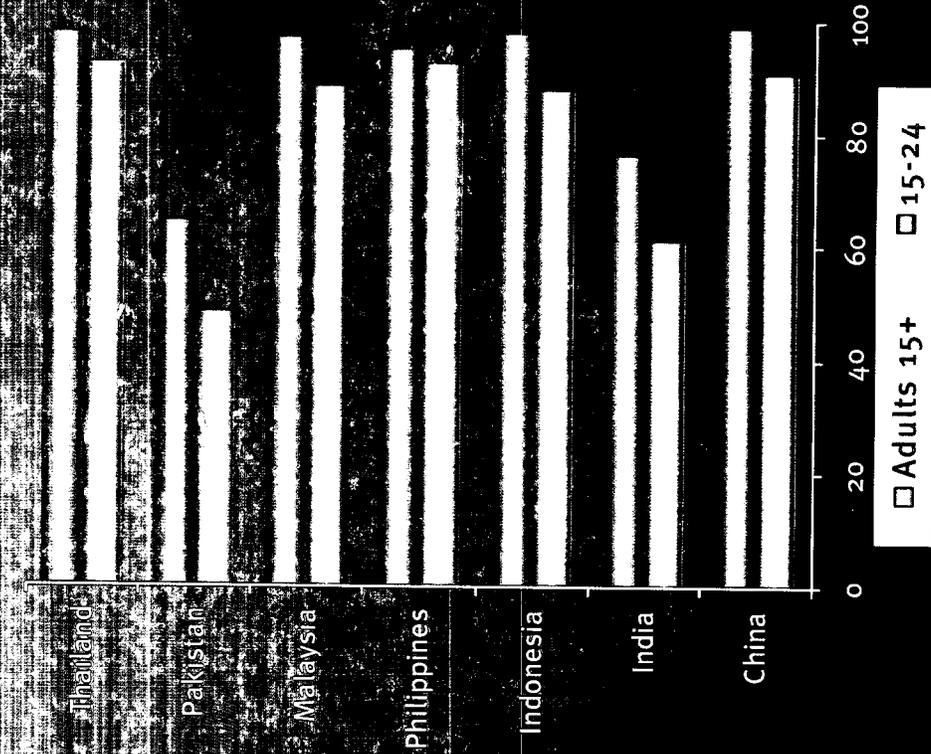
Source: World Bank

# Schooling and literacy Time spent in school and literacy rising

Average number of years in school



Adult literacy



Source: World Bank

Source: World Bank

# Pearson in Asia



- Kirihara Shoten (Japan)
- WFOE (Shanghai)
- Co-publishing MOE
- Pearson VUE
- Edexcel
- Hong Kong Asia hub
- 13 regional bureaux
- 5 regional print sites
- Beijing rep office
- Beijing rep office
- India: English language and new regional publishing
- DK: 80-100 title pa
- Partnerships
- World-wide rights for China (eg. Wolf Totem)

## One Pearson

- Financial training
- Government relations
- Shared services
- Group out-sourcing
- Joint publishing
- Content exchange
- Infrastructure-distribution

## Production and services initiatives in Asia

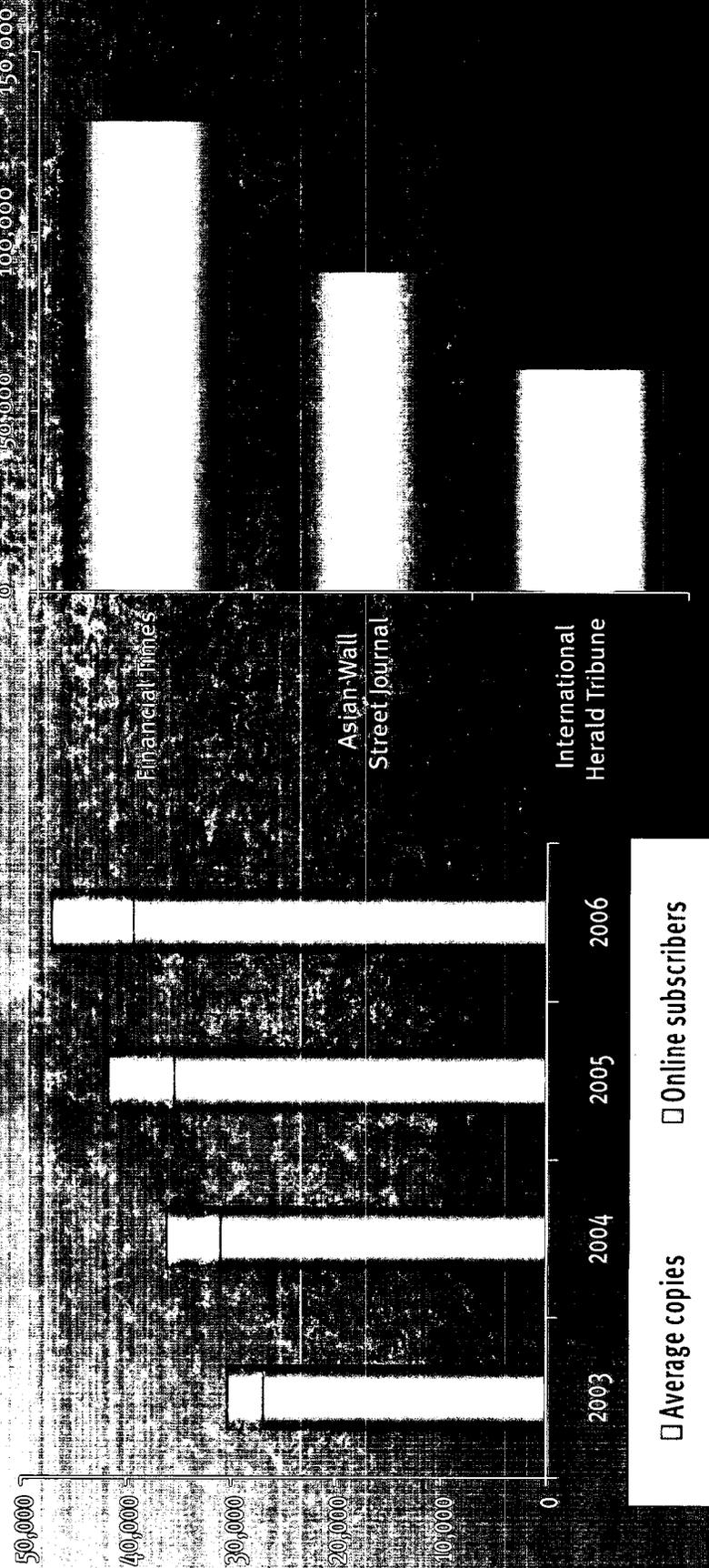
- School, Higher Education and DK pre-press operations
- Pearson Education and DK printing
- School technology product development
- Back office, transaction and IT Services

\$100m+ of production, printing and services sourced in Asia

# FT Asia Gaining share in print and online

FT Asia print and online subs  
Year end subscribers

Winning readership  
Average issue readership



Source: Pearson

Source: Pearson

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659	5	5	5	5
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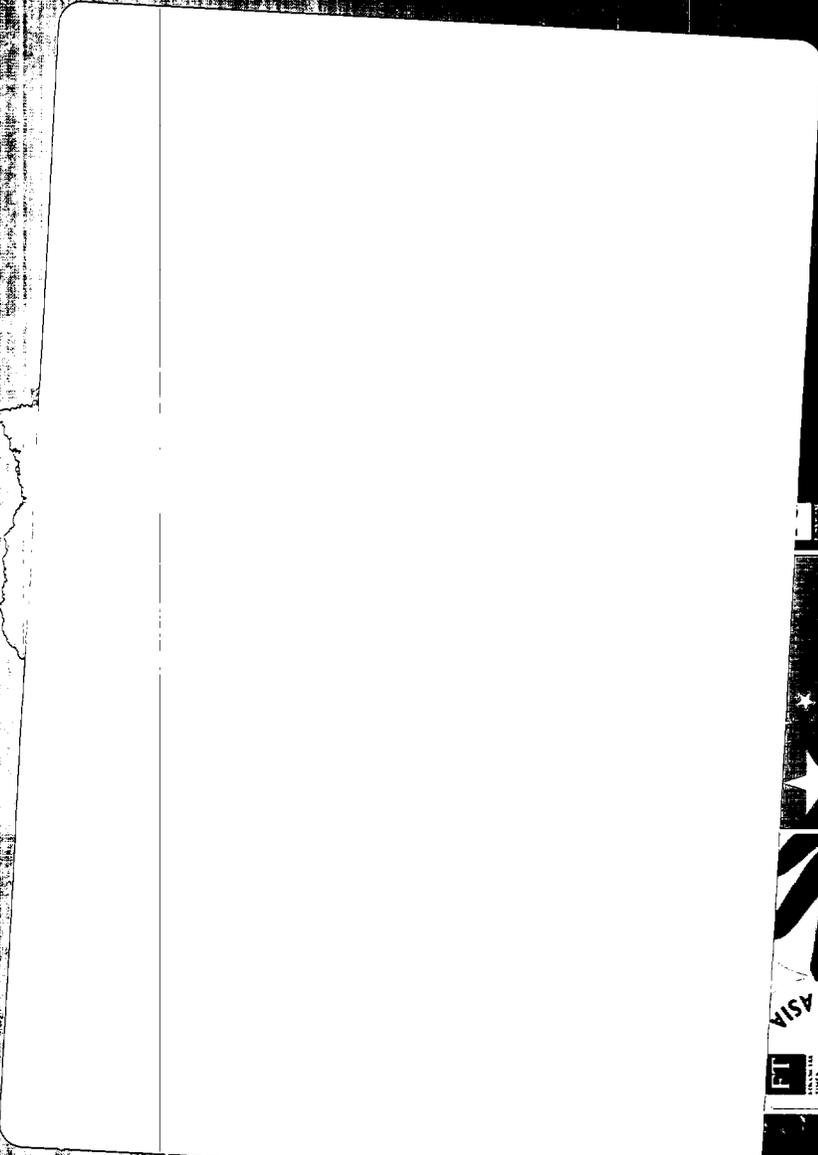
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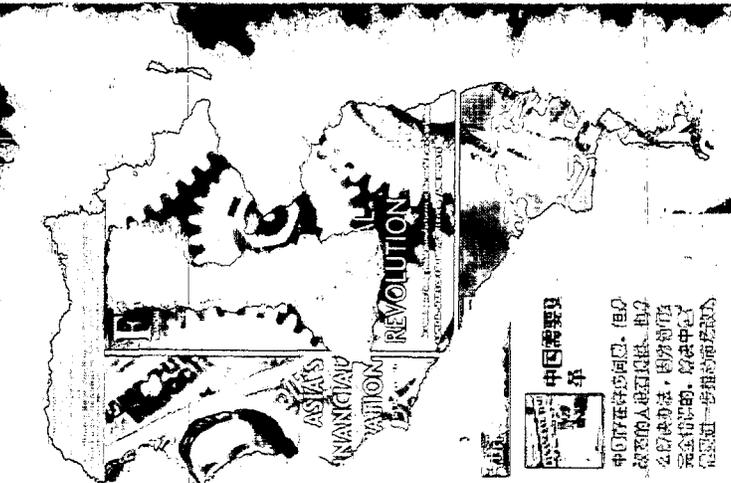
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### 中外金融 论日盛 部分 交易迟未获批准

■ 人民币升值有助开创新局面  
■ 人民币升值有助开创新局面

### 人民币对美元汇率创下去年7月 以来单日涨幅新高

■ 人民币升值有助开创新局面  
■ 人民币升值有助开创新局面

### 中航油情CEO在新加坡认罪 获释后第一时间回中国

■ 中航油CEO在新加坡认罪  
■ 中航油CEO在新加坡认罪

### 日本石油公司减少进口伊 朗石油

■ 日本石油公司减少进口伊朗石油  
■ 日本石油公司减少进口伊朗石油

### Google计划在欧洲建“虚拟 超市”

■ Google计划在欧洲建“虚拟超市”  
■ Google计划在欧洲建“虚拟超市”

■ Google还“牛”多久?

### 中国需要 改革

中国存在许多问题，但必须改革的人能超越。改革不是办法，而是目的。改革中心是完全开放的。改革中心是完全开放的。改革中心是完全开放的。

### 中国投资改革 “不进则退”

FT中文网亚洲首席评论员阿尔·申德曼在最新一期《华尔街日报》撰文指出，中国投资改革势在必行，不进则退。中国投资改革势在必行，不进则退。中国投资改革势在必行，不进则退。

### e8c的互联网 扩张心

英国广告公司e8c在互联网领域全面扩张，其目标是成为全球最大的互联网广告公司。e8c在互联网领域全面扩张，其目标是成为全球最大的互联网广告公司。

### 鲜红的老板

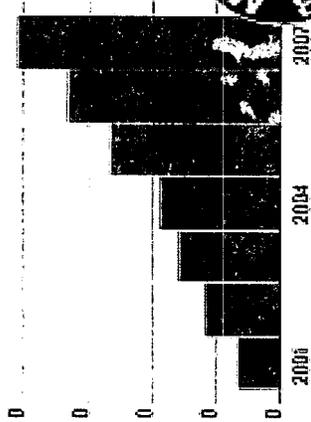
全正日政府正在正式承认成立大型企业联盟，自国会社社长李敏镐就任以来，已多次与政府官员会面，但拒绝在有关立法上给予任何让步。

中国楼市

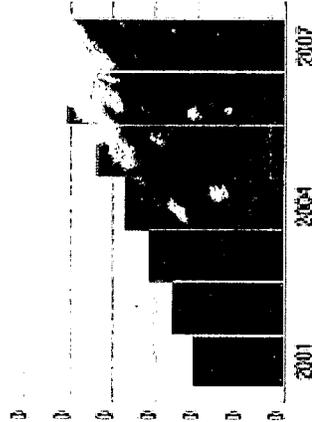
你的房

中国楼市

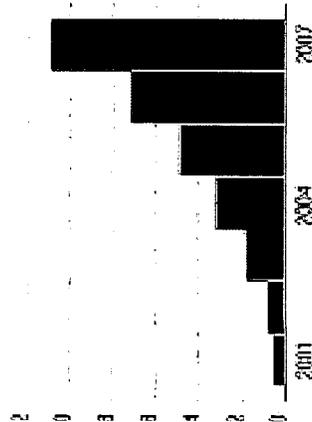
Chinese internet users flows



Total advertising revenue in China (RMB million)



Online advertising revenue in China (10's million)

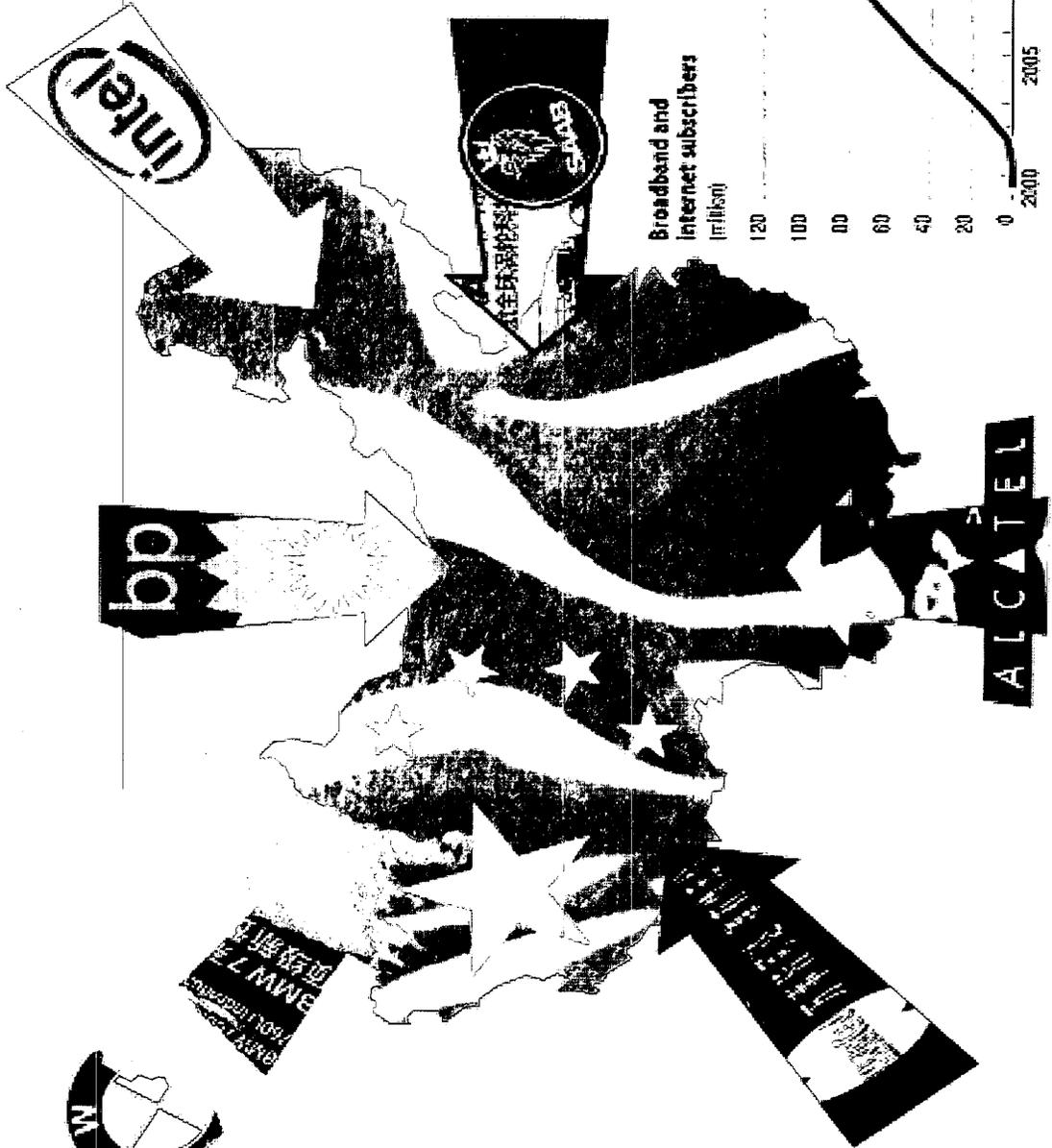
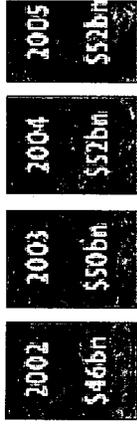


# MARKET

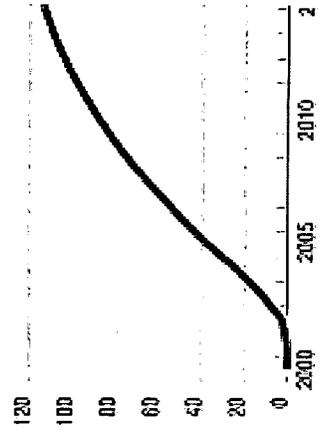
## ADVERTISING

## THE INTERNET

FDI flows



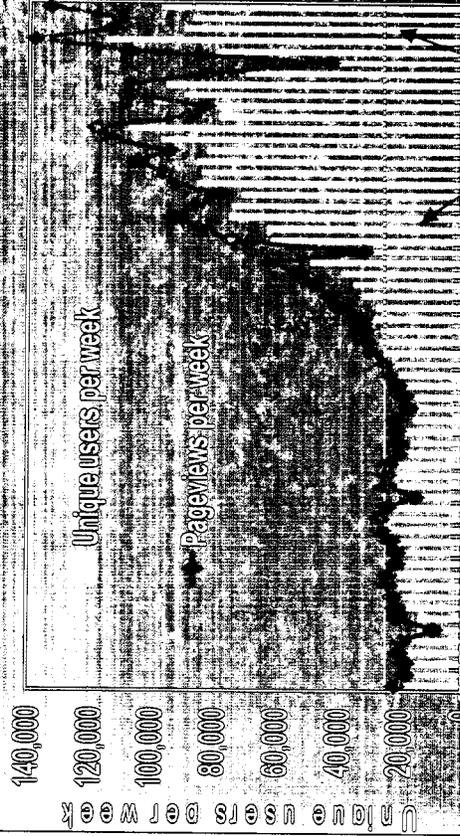
Broadband and internet subscribers (million)



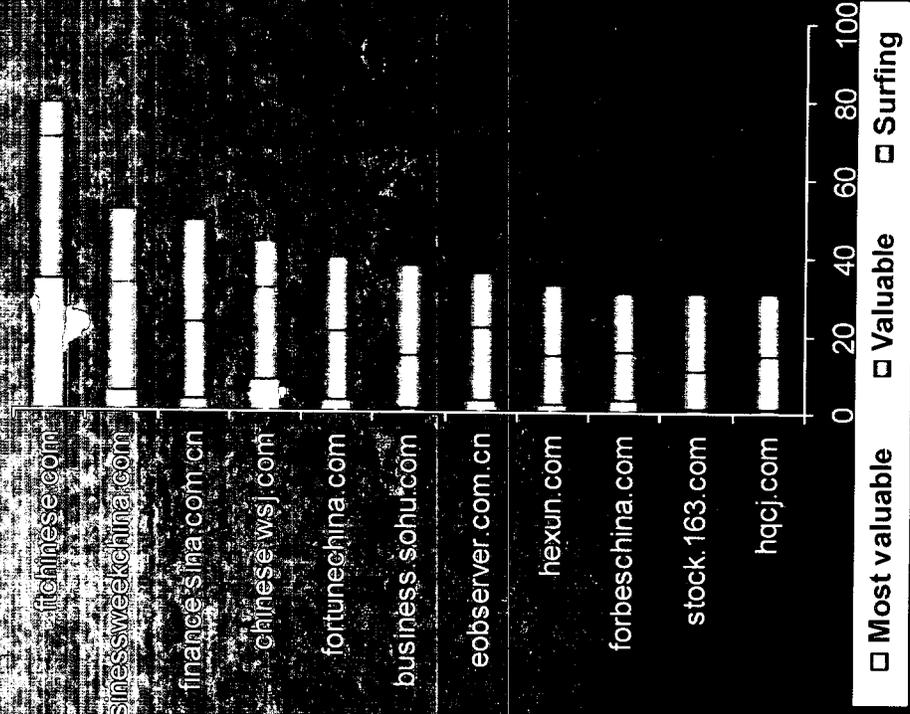
# FT China

## Breaching the Great Wall

### FT China users and page views



### Most valuable business sites



Source: Pearson

Source: Pearson

## Pearson enters teacher certification market by acquiring National Evaluation Systems

25 April 2006



Pearson, the international education and information company, today announced that it has agreed to acquire National Evaluation Systems, Inc (NES).

NES is the leading provider of customised state assessments for teacher certification in the US. It works under contract with state education agencies, developing and administering licensure tests for prospective teachers who want to enter the profession, teach a new subject or work in a new state.

NES has long-term contracts with fifteen states, customising teacher certification tests to each state's curriculum standards in more than 100 subject areas and providing approximately one million tests each year. It manages the entire testing process from research, test development and psychometrics through to test administration, processing and scoring. Its average contract length is five years and many of its contracts have lasted well over a decade. Founded in 1972, NES is based in Amherst, Massachusetts, with regional offices and scoring centres in Sacramento, California; Albany, New York; and Austin, Texas.

Teacher certification testing is a growing market, driven by the US government's requirement for 'highly qualified' teachers and by the need for new teachers to enter the profession. There are approximately three million public school teachers in the US. Approximately 2.5 million new teachers will need to be hired in the current decade, as 700,000 current teachers retire and 1.8 million are expected to leave the profession prior to retirement. On average, nearly 6% of the teacher workforce does not return for each new academic year and half of all new teachers leave the profession within five years. Emphasizing the recruitment and retention of 'highly qualified' teachers and mandating that all 'core subject' public school teachers must be certified, the US Congress allocated \$3 billion per year for teacher training and development when it reauthorized the Elementary and Secondary Education Act which includes the provisions of No Child Left Behind.

NES had sales of \$73m in 2005 and gross assets of \$16m at the year end. Pearson expects the acquisition to enhance adjusted earnings per share and return on invested capital from 2007, its first full year. It expects the acquisition to be earnings neutral in 2006, including integration costs.

As part of Pearson, NES will operate alongside Pearson Educational Measurement, the US market leader in student assessment and testing. Pearson has long-term contracts with more than 20 states to develop, administer, score and

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report the results of student assessments against state curriculum standards, and works with the US Department of Education to deliver the National Assessment of Educational Progress ('The Nation's Report Card'). Pearson is also a leader in assessing and certifying professional people through its international professional testing business, Pearson VUE.

Steve Dowling, President of Pearson's School companies, said:

"The teacher is the key to student learning. This move into teacher certification testing is a natural fit with our existing School testing capabilities and takes us into another growth market. Pearson's focus is all about improving student achievement, and helping states to identify and certify qualified teachers and providing teachers with services to get certified is at the core of that goal. NES is a pioneer in this field and has talented leadership and employees who will be great assets to Pearson."

Dr. William Gorth, President and CEO of NES, said:

"We are excited to join Pearson, which has outstanding assets in education and the resources to grow the business."

#### **Further information**

Luke Swanson/ Simon Mays-Smith/ Deborah Lincoln: +44 (0) 207 010 2310  
Wendy Spiegel: + 1 800 745-8489/ David Hakensen: +1 952 681 3040

#### **About Pearson Education**

Educating 100 million people worldwide, Pearson Education ([www.pearsoned.com](http://www.pearsoned.com)) is the global leader in educational publishing, providing scientifically research-based print and digital programmes to help students of all ages learn at their own pace, in their own way. Almost all students in America learn from a Pearson programme at some point in their educational career. Some 25,000 US schools and one million teachers and students use Pearson technology to help instruct preK-12 students and manage how they are doing. Pearson provides schools with custom services to create, deliver, score and report educational assessments, both in print and online, that help promote learning. Pearson is the market leader in Higher Education in print and digital products and serves more than three million college students who are pursuing their courses online using our programmes and applications. The company is home to such renowned publishing brands as Pearson Prentice Hall, Pearson Longman, Pearson Scott Foresman, Pearson Early Learning, Pearson Learning Group, Pearson Digital Learning, and Pearson Addison Wesley. Pearson Education is part of Pearson (LSE: PSON; NYSE: PSO). In addition to Pearson Education, Pearson's primary operations include the Financial Times Group and the Penguin Group.

## Directorate changes

28 April 2006



Pearson announces the appointment of Ken Hydon as chairman of its Audit Committee and of David Arculus as chairman of its Personnel Committee.

These appointments follow the retirement of Reuben Mark and Vernon Sankey as non-executive directors at Pearson's AGM.

Following these appointments, the membership of the committees will be:

**Audit Committee:** Ken Hydon (chairman), David Arculus, Patrick Cescau, Susan Fuhrman

**Personnel Committee:** David Arculus (chairman), Terry Burns, Rana Talwar.

### For more information:

Luke Swanson/ Simon Mays-Smith/ Deborah Lincoln: + 44 (0)20 7010 2310

### Note to editors:

**Ken Hydon** is a non-executive director of Tesco and Reckitt Benckiser. He was previously finance director of Vodafone and of subsidiaries of Racal Electronics, and financial controller at 3M.

**David Arculus** is a non-executive director of Telefonica and was chairman of O2 from 2004 until it was acquired by Telefonica earlier this year. His previous roles included chairman of Severn Trent, chairman of IPC Group, chief operating officer of United Business Media, group managing director of EMAP and non-executive director of Barclays.

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**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS  
DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.14R(1)*.

- (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.
- (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.

Please complete all relevant boxes should in block capital letters.

1.	Name of the <i>issuer</i>  <b>PEARSON PLC</b>	2.	State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.1.4R(1)(a)</i>  (ii) <i>DR 3.1.4(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or  (iii) both (i) and (ii)  <b>BOTH (i) AND (ii)</b>
3.	Name of <i>person discharging managerial responsibilities/director</i>  <b>DAVID BELL</b>	4.	State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i>  <b>N/A</b>
5.	Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest <sup>1</sup>  <b>HOLDING</b>	6.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  <b>ORDINARY 25P EACH</b>
7.	Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them  <b>DAVID BELL</b>	8.	State the nature of the transaction  <b>AWARD OF 297 OPTIONS UNDER THE COMPANY'S WORLDWIDE SAVE FOR SHARES PLAN</b>
9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>N/A</b>	10.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>N/A</b>

11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A	12.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A
13.	Price per <i>share</i> or value of transaction N/A	14.	Date and place of transaction N/A
15.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage) N/A	16.	Date issuer informed of transaction N/A

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

17.	Date of grant <b>5 MAY 2006</b>	18.	Period during which or date on which it can be exercised <b>1 AUGUST 2009 – 31 JANUARY 2010</b>
19.	Total amount paid (if any) for grant of the option <b>NIL</b>	20.	Description of <i>shares</i> or debentures involved ( <i>class</i> and number) <b>297 OPTIONS OVER ORDINARY SHARES OF 25P EACH</b>
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise <b>629.6P</b>	22.	Total number of <i>shares</i> or debentures over which options held following notification <b>163,225</b>
23.	Any additional information N/A	24.	Name of contact and telephone number for queries: <b>JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256.</b>

<p><b>Name and signature of duly authorised officer of issuer responsible for making notification</b></p> <p><b>JENNIFER BURTON</b></p> <p><b>ASSISTANT COMPANY SECRETARY</b></p> <p>_____</p> <p><b>Date of notification</b> <u>5 MAY 2006</u></p>
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**Pearson to acquire Paravia Bruno Mondadori:  
Gains leading position in Italian Education  
Market**

05 May 2006



Pearson, the international education and information company, today announced the acquisition of an 80% stake in Paravia Bruno Mondadori Editori (PBM), one of Italy's leading educational publishing companies.

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There are some 6.5m school students in Italy, and around 620m Euros a year is spent on textbooks by parents (acting on textbook "adoption" decisions made by teachers). PBM publishes for all types of Italian schools (primary, lower secondary, upper secondary) and across all subjects (modern languages, maths, science, humanities, grammar/literature, social sciences and vocational) and has a catalogue of more than 3,000 school titles. In addition, PBM publishes university textbooks, teaching materials and dictionaries. Formed in 2000 from the merger of the Edizioni Bruno Mondadori and Paravia publishing houses, it is based in Milan and Turin.

In 2005, PBM had net sales of 70m Euros and gross assets of 68m Euros at the year end.

Pearson expects the acquisition to enhance adjusted earnings per share and return on invested capital from 2007, its first full year, and to be earnings neutral in 2006, including integration costs. The acquisition is subject to regulatory approval and is expected to be completed in the second quarter of 2006.

Pearson is the world's leading education company, with 2005 sales of more than \$3bn in the US and \$1.4bn in other parts of the world. This acquisition supports Pearson's strategy of expanding its international education business through a combination of organic growth and selected investments in local publishers.

John Fallon, chief executive of Pearson Education, Europe, the Middle East and Africa, said:

"PBM is a strong, well-managed company with a great publishing pedigree and full of assets and people who will add a lot of value to Pearson. This acquisition gives Pearson a leading position in one of Europe's largest school publishing markets and strengthens our existing education businesses in Italy. The combination of PBM's experience and expertise in Italy with our own international scale and capabilities will create new opportunities to meet the needs of teachers and students."

After the acquisition, PBM will merge with Pearson's existing Italian business, Pearson Education Italia. Pearson will hold the majority stake of the combined business, with the minority stake held by Bruno Mondadori shareholders led by Roberto Gulli, currently Managing Director

(publishing) of PBM. Roberto Gulli and Agostino Cattaneo, currently General Manager (finance & operations) of PBM, will lead the newly combined business reporting to Bill Anderson, President of Pearson's continental European schools and European-wide English Language Teaching businesses.

Roberto Gulli, managing director of PBM added:

"Pearson is the world's leading education company, with a great publishing tradition, imprints of indisputable quality and values that fit very well with our own. In our negotiations, we have developed a shared business plan that will support PBM's future expansion in Italy and offers us new opportunities to grow internationally. I am delighted that we are able to offer our people such an exciting future."

Ends

**For more information:**

Luke Swanson/ Simon Mays-Smith/ Deborah Lincoln +44  
(0)20 7010 2310

**Pearson Education**

Educating 100 million people worldwide, Pearson Education ([www.pearsoned.com](http://www.pearsoned.com)) is the global leader in educational publishing, providing scientifically research-based print and digital programmes to help students of all ages learn at their own pace, in their own way. Almost all students in America learn from a Pearson programme at some point in their educational career. Some 25,000 US schools and one million teachers and students use Pearson technology to help instruct preK-12 students and manage their progress. Pearson provides schools with custom services to create, deliver, score and report educational assessments, both in print and online, that help promote learning.

Outside the US, Pearson is a leading player in meeting local school, curriculum, and assessment needs in markets as diverse as the UK, South Africa, Egypt, and Hong Kong. In countries throughout Europe and around the world, more people learn English as a foreign language using Pearson Longman textbooks than those of any other publisher.

Pearson is the market leader worldwide in Higher Education in print and digital products, both through sales of US-published materials and through its diverse range of local publishing adaptations and translations. In the US, more than three million college students are pursuing their courses online using our programmes and applications. In Europe, Pearson is a growing Higher Education and Professional publisher in French, German, Dutch, Italian and Spanish. The company is home to such renowned publishing brands as Pearson Prentice Hall, Pearson

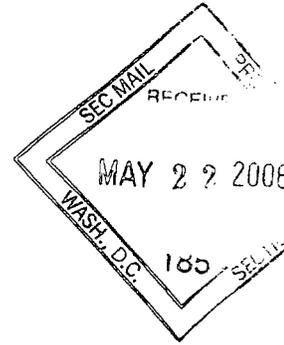
Longman, Pearson Scott Foresman, Pearson Early Learning, Pearson Learning Group, Pearson Digital Learning, and Pearson Addison Wesley. Pearson VUE is a global leader in computer-based professional testing, delivered through a network of more than 4,000 test centres across 145 countries, providing testing services for customers including the National Council of State Boards of Nursing, the GMAT test for the Graduate Management Admissions Council, and in the UK, the driving theory test for the Driving Standards Agency. Pearson Education is part of Pearson (LSE: PSON; NYSE: PSO). In addition to Pearson Education, Pearson's primary operations include the Financial Times Group and the Penguin Group.



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**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS  
DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.14R(1)*.

- (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.
- (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.

Please complete all relevant boxes should in block capital letters.

1.	Name of the <i>issuer</i>  <b>PEARSON PLC</b>	2.	State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.1.4R(1)(a)</i>  (ii) <i>DR 3.1.4(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or  (iii) both (i) and (ii)  <b>BOTH (i) AND (ii)</b>
3.	Name of <i>person discharging managerial responsibilities/director</i>  <b>DAVID BELL</b>	4.	State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i>  N/A
5.	Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest <sup>1</sup>  <b>HOLDING</b>	6.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  <b>ORDINARY 25P EACH</b>
7.	Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them  <b>DAVID BELL</b>	8.	State the nature of the transaction  <b>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</b>
9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>2134</b>	10.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>0.00027%</b>

11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A	12.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A
13.	Price per <i>share</i> or value of transaction  773.38460p	14.	Date and place of transaction  5 MAY 2006 LONDON
15.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)  105,292 0.01309%	16.	Date issuer informed of transaction  8 MAY 2006

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 <i>shares</i> or debentures involved ( <i>class</i> 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 <i>shares</i> 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: JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256.

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON

ASSISTANT COMPANY SECRETARY

Date of notification 8 MAY 2006

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS  
DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.14R(1)*.

- (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.
- (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.

Please complete all relevant boxes should in block capital letters.

1.	Name of the <i>issuer</i>  <b>PEARSON PLC</b>	2.	State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.1.4R(1)(a)</i>  (ii) <i>DR 3.1.4(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or  (iv) both (i) and (ii)  <b>BOTH (i) AND (ii)</b>
3.	Name of <i>person discharging managerial responsibilities/director</i>  <b>JOHN MAKINSON</b>	4.	State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i>  <b>N/A</b>
5.	Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest <sup>1</sup>  <b>HOLDING</b>	6.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  <b>ORDINARY 25P EACH</b>
7.	Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them  <b>JOHN MAKINSON</b>	8.	State the nature of the transaction  <b>REINVESTMENT OF DIVIDEND UNDER COMPANY'S DRIP</b>
9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>3143</b>	10.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>0.00039%</b>

11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed N/A	12.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage) N/A
13.	Price per <i>share</i> or value of transaction  773.38460p	14.	Date and place of transaction  5 MAY 2006 LONDON
15.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)  152,609 0.01897%	16.	Date issuer informed of transaction  8 MAY 2006

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 <i>shares</i> or debentures involved ( <i>class</i> 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 <i>shares</i> 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: JENNIFER BURTON, ASSISTANT COMPANY SECRETARY, 020 7010 2256.

Name and signature of duly authorised officer of issuer responsible for making notification

JENNIFER BURTON

ASSISTANT COMPANY SECRETARY

Date of notification 8 MAY 2006



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Pearson plc (the *Company*)

In 2001, the Company established the Pearson Long Term Incentive Plan (the *Plan*) for the purpose of providing a long-term share incentive for executive directors and senior executives of the Pearson group. The Plan provided for the grant of two separate categories of award relating to ordinary shares in the Company (*Shares*) – option awards and restricted share awards.

***Restricted Share Awards Granted on 9 May 2001***

The vesting of restricted share awards granted on 9 May 2001 was dependent on the Company's free cash flow per share performance over the three-year period 2001 to 2003 as set out in the 2003 annual report and accounts.

On 25 February 2005, these restricted share awards vested as to 70.5 % of the Shares originally comprised in the award (the *Vested Shares*). Each of the executive directors exercised their right to call for the main tranche of their Vested Shares (being 75% of the total award) and these Shares were released to them on 1 March 2005. The remaining 25% of the Vested Shares formed a deferred tranche which could be called for after 9 May 2006, subject to continued employment and retention of the main tranche (other than shares sold to satisfy any personal tax liabilities) to that date.

As a result of the deferred tranche of Shares being released, the following executive directors have become entitled to the number of Shares shown in the second column below. The number of Shares shown in the third column below were sold on 10 March 2006 at a price of 7.642424 pence per share in order to discharge tax and social security liabilities on the Shares received, leaving the after-tax number of Shares set out in the final column below.

<b>Name of Director</b>	<b>Shares Released (@ 25% of vesting shares)</b>	<b>Shares Sold to discharge tax liabilities</b>	<b>Shares Retained</b>
David Bell	3,842	1,576	2,266
John Makinson	4,649	1,907	2,742
Marjorie Scardino	9,764	4,004	5,760

### ***Interests of the Directors***

As a result of the above transactions, the executive directors are interested in the following Shares (excluding Shares to which they are notionally entitled or may become entitled, subject to the satisfaction of any relevant conditions, under the Company's employee share plans) :

<b>Name of Director</b>	<b>Number of Shares</b>	<b>% of Capital</b>
David Bell	107,558	0.01337
John Makinson	155,351	0.01931
Marjorie Scardino	190,649	0.02370

The Shares required to satisfy these awards have been sourced from an employee benefit trust established by the Company. As a result of the release of Shares described above, the number of Shares held by Mourant & Co Trustees Limited (as trustee of the Pearson plc Employee Share Ownership Trust) is now 1,724,428 Shares (representing 0.2143% of the Company's issued ordinary share capital).

Each of the executive directors of the Company is for Companies Act purposes regarded as interested in all the shares held by this trust. Despite the technical interest in all the Shares each executive director will only be entitled to receive from the Trust that number of Shares to which he or she is entitled under share plans operated by the Company in which he or she participates.

Stephen Jones  
Deputy Secretary