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PEARSON PLC  
Form 6-K  
January 10, 2006

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 January 2006

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 Holding(s) in Company

TO: RNS  
DATED: 10 JANUARY 2006

Notification of Change in Interest in Shares

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We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 9 January 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 71,946,627 shares, now represents 8.946% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule below.

From Pearson PLC

TO: PEARSON PLC

DATED: 5 JANUARY 2006

AMENDED SECTION 198 NOTIFICATION  
Notification of Decrease

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International S.A., Capital International, Inc., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (804,273,040 shares outstanding)

Number of shares in which the Companies have an interest:

71,946,627

Name(s) of registered holders):

See Schedule B

As of 5 JANUARY 2006

	Number of Shares	Percent of Outstanding
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Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	71,946,627	8.946%

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Holdings by CG Management Companies and Funds:

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* Capital Guardian Trust Company	25,171,241	3.130%
* Capital International Limited	12,317,420	1.531%
* Capital International S.A.	2,195,109	0.273%
* Capital International Inc.	2,995,585	0.372%
* Capital Research and Management Company	29,267,272	3.639%

### Schedule A

Schedule of holdings in Pearson plc  
As of 5 January 2006

Capital Guardian Trust Company  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	3,146,558
Bank of New York Nominees	997,803
Northern Trust	161,800
Chase Nominees Limited	10,171,534
BT Globenet Nominees Ltd.	448,335
Midland Bank plc	2,709,585
Cede & Co.	180,163
Deutsche Bank Mannheim	900
Bankers Trust	1,004,500
Barclays Bank	93,400
Citibank London	5,300
Royal Trust	10,800
Brown Bros.	29,193
Nortrust Nominees	4,041,797
Royal Bank of Scotland	63,100
MSS Nominees Limited	42,800
State Street Bank & Trust Co.	37,400
Citibank	8,800
RBSTB Nominees Ltd	1,100
Citibank NA	37,900
Deutsche Bank AG	1,600
HSBC Bank PLC	1,100
Mellon Bank N.A.	107,000
ROY Nominees Limited	24,200
Mellon Nominees (UK) Limited	1,015,006
HSBC	30,800
JP Morgan Chase Bank	798,767
TOTAL	
	25,171,241

### Schedule B

Capital International Limited  
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Registered Name -----	Local Shares -----
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State Street Nominees Limited	177,962
Bank of New York Nominees	2,376,348
Northern Trust	1,317,838
Chase Nominees Limited	2,681,015
Midland Bank Plc	83,200
Bankers Trust	90,500
Barclays Bank	45,200
Citibank London	113,966
Morgan Guaranty	225,100
Nortrust Nominees	1,754,182
Royal Bank of Scotland	782,600
MSS Nominees Limited	91,200
State Street Bank & Trust Co	386,700
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	725,868
Chase Manhattan Nominee Ltd	48,300
HSBC Bank plc	782,600
Mellon Bank N.A.	97,216
KAS UK	61,425
Bank One London	181,200
Clydesdale Bank plc	77,000
JP Morgan Chase Bank	15,500

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TOTAL 12,317,420

Schedule B

Capital International S.A.

Registered Name -----	Local Shares -----
State Street Nominees Limited	16,036
Bank of New York Nominees	35,800
Chase Nominees Limited	461,302
Credit Suisse London Branch	30,000
Midland Bank plc	95,700
Barclays Bank	31,418
Brown Bros.	4,700
Nortrust Nominees	11,300
Morgan Stanley	6,200
Royal Bank of Scotland	130,018
J.P. Morgan	860,083
National Westminster Bank	16,700
Lloyds Bank	24,800
RBSTB Nominees Ltd	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	327,000
HSBC	16,600

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TOTAL 2,195,109

Schedule B

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Capital International Inc.  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	726,757
Bank of New York Nominees	421,968
Northern Trust	8,400
Chase Nominees Limited	862,350
Midland Bank plc	57,400
Bankers Trust	23,900
Nortrust Nominees	252,557
State Street Bank & Trust Co.	379,496
Citibank	11,300
Citibank NA	173,857
HSBC Bank PLC	26,800
JP Morgan Chase Bank	50,800
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TOTAL	2,995,585

Schedule B

Capital Research & Management Company  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	750,000
Chase Nominees Limited	28,517,272
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TOTAL	29,267,272

Schedule B

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: 10 January 2006

By: /s/ STEPHEN JONES  
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Stephen Jones  
Deputy Secretary