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PEARSON PLC
Form 6-K
January 31, 2006

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 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

This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

Notification of Change in Interest in Shares

We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 30 January 2006 we received

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information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 57,054,187 shares, now represents 7.094% of the issued ordinary share capital of Pearson plc.

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 (804,305,148 shares outstanding)

Number of shares in which the Companies have an interest:

57,054,187

Name(s) of registered holders):

See Schedule B

As Of 26 January 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc., ("CG") holdings Holdings by CG Management Companies and Funds	57,054,187	7.094%
Capital Guardian Trust Company	20,965,841	2.607%
Capital International Limited	8,431,050	1.048%
Capital International S.A.	2,150,809	0.267%
Capital International, Inc.	1,752,215	0.218%
Capital Research and Management Company	23,754,272	2.953%

Schedule A

Schedule of holdings in Pearson plc
As of 26 January 2006

Capital Guardian Trust Company

Registered Name

Local Shares

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State Street Nominees Limited	2,547,958
Bank of New York Nominees	786,803
Northern Trust	153,100
Chase Manhattan Bank Australia Limited	1,300
Chase Nominees Limited	8,655,334
BT Globenet Nominees Ltd.	344,135
Midland Bank plc	1,929,285
Cede & Co.	181,263

Schedule B

Deutsche Bank Mannheim	900
Bankers Trust	856,000
Barclays Bank	87,300
Citibank London	5,300
Royal Trust	10,800
Brown Bros.	23,493
Nortrust Nominees	3,526,797
Royal Bank of Scotland	46,900
MSS Nominees Limited	33,000

Schedule B

State Street Sank & Trust Co.	39,800
Citibank	8,800
RBSTB Nominees Ltd.	1,100
Citibank NA	27,000
Deutsche Bank AG	1,600
HSBC Bank plc	1,100
Mellon Bank N.A.	107,000
ROY Nominees Limited	17,900
Mellon Nominees (UK) Limited	908,906

Schedule B

HSBC	23,000
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JP Morgan Chase Bank	640,967
TOTAL	20,965,841

Schedule B

Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	177,962
Bank of New York Nominees	1,609,448
Northern Trust	889,538
Chase Nominees Limited	1,832,579
Midland Bank plc	83,200
Bankers Trust	90,500
Barclays Bank	45,200
Citibank London	113,966

Schedule B

Morgan Guaranty	86,900
Nortrust Nominees	1,014,997
Royal Bank of Scotland	753,600
MSS Nominees Limited	91,200
State Street Bank & Trust Co.	294,900
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	317,719
Chase Manhattan Nominee Ltd.	48,300
HSBC Bank plc	418,500
Mellon Bank NA	46,916
KAS UK	61,425
Bank One London	142,600
Clydesdale Bank plc	77,000
HSBC	16,600

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JP Morgan Chase Bank	15,500
TOTAL	8,431,050

Schedule B

Capital International SA

State Street Nominees Limited	16,036
Bank of New York Nominees	8,100
Chase Nominees Limited	461,302
Credit Suisse London Branch	30,000
Midland Bank plc	95,700
Barclays Bank	12,800
Brown Bros.	4,700
Nortrust Nominees	11,300

Schedule B

Morgan Stanley	200
Royal Bank of Scotland	148,636
J.P. Morgan	860,083
Lloyds Bank	24,800
RBSTB Nominees Ltd.	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	327,000
TOTAL	2,150,809

Schedule B

Capital International. Inc.

State Street Nominees Limited	310,857
Bank of New York Nominees	253,168
Chase Nominees Limited	467,650
Midland Bank plc	35,100
Bankers Trust	14,900
Nortrust Nominees	243,157

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State Street Bank & Trust Co.	342,596
Citibank NA	57,987

Schedule B

HSBC Bank plc	26,800
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TOTAL	1,752,215
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Schedule B

Capital Research and Management Company

State Street Nominees Limited	750,000
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Chase Nominees Limited	23,004,272
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TOTAL	23,754,272
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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: 30 January 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary