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PEARSON PLC
Form 6-K
March 24, 2003

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 March, 2003

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

Letter to RNS

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 we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 100,372,299 shares, now represents 12.52% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedules attached to this fax.

From: Stephen Jones (Deputy Company Secretary)

Letter to Pearson plc
Dated 20 March 2003

SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies, Inc, on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., 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 (801,645,307 shares outstanding)

Number of shares in which the Companies have an interest:

100,372,299

Name(s) of registered holder(s):

See Schedule B

As of 20 March 2003

Pearson plc

| | Number of Shares | Percent of Outstanding |
|---|---------------------|---------------------------|
| The Capital Group Companies, Inc. ("CG") holdings | 100,372,299 | 12.521% |
| Holdings by CG Management Companies and Funds; | | |
| - Capital Guardian Trust Company | 64,653,851 | 8.065% |
| - Capital International Limited | 11,800,544 | 1.472% |
| - Capital International S.A. | 5,798,605 | 0.723% |
| - Capital International, Inc. | 9,332,027 | 1.164% |
| - Capital Research and Management Company | 8,787,272 | 1.096% |

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Schedule A

Schedule of holdings in Pearson plc
As of 20 March 2003

Capital Guardian Trust Company

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 9,857,271 |
| Bank of New York Nominees | 1,537,933 |
| Chase Nominees Limited | 26,095,059 |
| BT Globenet Nominees Ltd | 606,035 |
| Midland Bank plc | 12,311,900 |
| Cede & Co. | 99,500 |
| Deutsche Bank Mannheim | 1,100 |
| Bankers Trust | 2,833,800 |
| Barclays Bank | 1,290,300 |
| Citibank London | 1,032,786 |
| Nortrust Nominees | 7,648,963 |
| Royal Bank of Scotland | 29,600 |
| MSS Nominees Limited | 113,400 |
| State Street Bank & Trust Co. | 75,400 |
| Citibank NA | 45,500 |
| Deutsche Bank AG | 2,100 |
| HSBC Bank plc | 15,000 |
| ROY Nominees Limited | 45,400 |
| Mellon Nominees (UK) Limited | 1,012,804 |
| TOTAL | 64,653,851 |

Schedule B

Capital International Limited

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 369,062 |
| Bank of New York Nominees | 3,287,929 |

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| | |
|-------------------------------|-----------|
| Brown Bros. | 73,900 |
| Nortrust Nominees | 11,300 |
| Morgan Stanley | 12,900 |
| Royal Bank of Scotland | 1,062,118 |
| MSS Nominees Limited | 17,800 |
| J.P. Morgan | 475,600 |
| State Street Bank & Trust Co. | 72,600 |
| National Westminster Bank | 76,600 |
| Lloyds Bank | 85,800 |
| Vidacos Nominees Ltd. | 44,090 |
| RBSTB Nominees Ltd. | 31,027 |
| Citibank NA | 12,000 |
| Deutsche Bank AG | 138,752 |
| HSBC Bank plc | 173,000 |
| TOTAL | 5,798,605 |

Schedule B

Capital International, Inc

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 2,990,819 |
| Bank of New York Nominees | 1,094,490 |
| Chase Nominees Limited | 2,495,740 |
| Midland Bank plc | 192,800 |
| Deutsche Bank Mannheim | 33,600 |
| Bankers Trust | 51,500 |
| Citibank London | 175,100 |
| Nortrust Nominees | 819,698 |
| Royal Bank of Scotland | 135,200 |
| State Street Bank & Trust Co. | 896,796 |
| Citibank | 33,700 |
| RBSTB Nominees Ltd. | 39,900 |
| Citibank NA | 237,657 |

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| | |
|------------------------------|-----------|
| Deutsche Bank AG | 93,000 |
| Chase Manhattan Nominee Ltd. | 15,227 |
| HSBC Bank plc | 26,800 |
| TOTAL | 9,332,027 |

Schedule B

Capital Research and Management Company

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 500,000 |
| Chase Nominees Limited | 8,287,272 |
| TOTAL | 8,787,272 |

Schedule B

This information is provided by RNS
The company news service from the London Stock Exchange

END

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: 24 March, 2003

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary