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PEARSON PLC  
Form 6-K  
January 20, 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

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 on 19 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 63,363,751 shares, now represents 7.878% of the issued ordinary share capital of Pearson plc.

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

Jennifer Burton  
Assistant Company Secretary

To: Pearson plc  
Date: 17 January 2006

198/90/1

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 (804,299,024 shares outstanding)

Number of shares in which the Companies have an interest:

63,363,751

Name(s) of registered holder (s):

See Schedule B

As of 17 January 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc. ("CG") holdings	63,363,751	7.878%

Holdings by CG Management Companies and Fund:

- Capital Guardian Trust Company	24,078,941	2.994%
- Capital International Limited	8,397,950	1.044%
- Capital International S.A.	2,195,109	0.273%

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- Capital International, Inc.	1,776,915	0.221%
- Capital Research and Management Company	26,914,836	3.346%

### Schedule A

Schedule of holdings in Pearson plc  
As of 17 January 2008

#### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	3,146,558
Bank of New York Nominees	1,001,203
Northern Trust	161,800
Chase Manhattan Bank Australia Limited	1,300
Chase Nominees Limited	9,655,234
BT Globenet Nominees Ltd.	448,335
Midland Bank plc	2,273,185
Cede & Co.	181,263

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Deutsche Bank Mannheim	900
Bankers Trust	980,800
Barclays Bank	93,400
Citibank London	5,300
Royal Trust	10,800
Brown Bros	29,193
Nortrust Nominees	3,940,197
Royal Bank of Scotland	63,100
MSS Nominees Limited	42,800

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State Street Bank & Trust Co.	38,700
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Citibank	8,800
RBSTB Nominees Ltd,	1,100
Citibank NA	37,900
Deutsche Bank AG	1,600
HSBC Bank plc	1,100
Mellon Bank NA	107,000
ROY Nominees Limited	24,200
Mellon Nominees (UK) Limited	993,606

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HSBC	30,800
JP Morgan Chase Bank	798,767
	TOTAL
	24,078,941

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Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	177,962
Bank of New York Nominees	1,581,748
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

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Morgan Guaranty	86,900
Nortrust Nominees	1,014,997
Royal Bank of Scotland	753,800
MSS Nominees Limited	91,200
State Street Bank & Trust Co.	306,100
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	317,719

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Chase Manhattan Nominee Ltd.	48,300
HSBC Bank plc	418,500
Mellon Bank N.A.	46,916
KAS UK	61,425
Bank One London	142,600
Clydesdale Bank plc	77,000
JP Morgan Chase Bank	15,500
TOTAL	8,397,950

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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

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Midland Bank plc	95,700
Barclays Bank	31,418
Brown Bros.	4,700
Nortrust Nominees	11,300

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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
TOTAL	2,195,109

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Capital International, Inc.

Registered Name	Local Shares
State Street Nominees Limited	310,857
Bank of New York Nominees	277,868
Chase Nominees Limited	467,650
Midland Bank plc	35,100
Bankers Trust	14,900
Nortrust Nominees	243,157
State Street Bank & Trust Co.	342,596
Citibank NA	57,987

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HSBC Bank plc	26,800
TOTAL	1,776,915

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Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	26,164,836
TOTAL	26,914,836

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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: 20 January 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary