

PEARSON PLC
Form 6-K
January 05, 2009

**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, 2009

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

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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

**For filings with the FSA include
the
annex
For filings with issuer exclude
the
annex**

TR-1: Notifications of Major Interests in Shares

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:

**Pearson
plc**

2. Reason for notification

(yes/no)

An acquisition or disposal of voting rights

YES

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

NO

An event changing the breakdown of voting rights **NO**

Other (please specify): _____ **NO**

3. Full name of person(s) subject to notification obligation:

Templeton Global Advisors Ltd

4. Full name of shareholder(s)

(if different from 3)

:

**Bank of
New York
HSBC Bank plc
JP Morgan Chase Bank
Mellon Bank
Merrill Lynch Intl. Ltd.
Morgan Stanley Ltd
Royal Trust Corp. of
Canada
State Street Bank**

5. Date of transaction

(and date on which the threshold is crossed or reached if different):

22 December 2008

6. Date on which issuer notified:

23 December 2008

7. Threshold(s) that is/are crossed or reached:

Less than 5%

8: Notified Details

A: Voting rights attached to shares

Class/type of shares If possible use ISIN code	Situation previous to the triggering transaction		Resulting situation after the triggering transaction		
	Number of shares	Number of voting rights	Number of shares	Number of voting rights	Percentage of voting rights
			Direct I ndirect	Direct I ndirect	
Ordinary of GBP.25 ISIN: GB0006776081	48,308,420	48,308,420			Below 5%

B: Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date	Exercise/ conversion period/date	No. of voting rights that may be acquired (if the instrument exercised/converted)	Percentage of voting rights
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Total (A+B)

Number of voting rights Percentage of voting rights

Below 5%

9. Chain of controlled undertakings through which the voting rights and /or the financial instruments are effectively held, if applicable:

Proxy Voting:

10. Name of proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

14 Contact name: Lori A. Weber

Assistant Secretary, Franklin Resources, Inc

15. Contact telephone number **954-847-2283**
:

For notes on how to complete form TR-1 please see the FSA website.

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: 05 January, 2009

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary