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PEARSON PLC
Form 6-K
February 24, 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 February, 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

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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 23 February 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 55,653,209 shares, now represents 6.919% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached (below)

Date: 21 February 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 (804,342,765 shares outstanding)

Number of shares in which the Companies have an interest:

55,653,209

Name(s) of registered holders):

See Schedule B

As of 21 February 2006

Pearson plc

| | Number of Shares | Percent of Outstanding |
|--|---------------------|---------------------------|
| The Capital Group Companies, Inc., ("CG") holdings | 55,653,209 | 6.919% |
| Holdings by CG Management Companies and Funds: | | |
| Capital Guardian Trust Company | 19,256,578 | 2.394% |
| Capital International Limited | 8,539,489 | 1.062% |

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| | | |
|---|------------|--------|
| Capital International S.A. | 2,616,209 | 0.325% |
| Capital International, Inc. | 1,486,661 | 0.185% |
| Capital Research and Management Company | 23,754,272 | 2.953% |

Schedule A

Schedule of holdings in Pearson plc As of 21 February 2006

Capital Guardian Trust Company

| Registered Name | Local Shares |
|--|--------------|
| State Street Nominees Limited | 2,357,458 |
| Bank of New York Nominees | 730,403 |
| Northern Trust | 140,200 |
| Chase Manhattan Bank Australia Limited | 1,300 |
| Chase Nominees Limited | 8,250,834 |
| BT Globenet Nominees Ltd. | 325,535 |
| Midland Bank plc | 1,707,685 |
| Cede & Co. | 145,463 |

Schedule B

| | |
|------------------------|-----------|
| Deutsche Bank Mannheim | 900 |
| Bankers Trust | 780,100 |
| Barclays Bank | 81,200 |
| Citibank London | 5,300 |
| Royal Trust | 10,800 |
| Brown Bros. | 22,193 |
| Nortrust Nominees | 3,051,197 |
| Royal Bank of Scotland | 45,500 |
| MSS Nominees Limited | 32,000 |

Schedule B

| | |
|-------------------------------|--------|
| State Street Bank & Trust Co. | 44,800 |
| Citibank | 8,800 |

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| | |
|------------------------------|---------|
| RBSTB Nominees Ltd. | 1,100 |
| Citibank NA | 25,700 |
| Deutsche Bank AG | 1,600 |
| HSBC Bank plc | 1,100 |
| Mellon Bank N.A. | 93,100 |
| ROY Nominees Limited | 17,900 |
| Mellon Nominees (UK) Limited | 735,143 |

Schedule B

| | |
|----------------------|------------|
| HSBC | 21,900 |
| JP Morgan Chase Bank | 617,367 |
| TOTAL | 19,256,578 |

Schedule B

Capital International Limited

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 204,562 |
| Bank of New York Nominees | 1,365,848 |
| Northern Trust | 965,446 |
| Chase Nominees Limited | 2,056,979 |
| Midland Bank plc | 101,900 |
| Bankers Trust | 119,000 |
| Barclays Bank | 70,500 |
| Citibank London | 113,966 |

Schedule B

| | |
|-------------------------------|---------|
| Morgan Guaranty | 86,900 |
| Nortrust Nominees | 863,944 |
| Royal Bank of Scotland | 753,600 |
| MSS Nominees Limited | 80,700 |
| State Street Bank & Trust Co. | 328,200 |
| National Westminster Bank | 120,300 |
| Lloyds Bank | 58,700 |

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| | |
|------------------------------|-----------|
| Citibank NA | 30,500 |
| Deutsche Bank AG | 317,719 |
| Schedule B | |
| Chase Manhattan Nominee Ltd. | 78,200 |
| HSBC Bank plc | 431,100 |
| Mellon Bank NA | 64,400 |
| KAS UK | 77,925 |
| Bank One London | 129,900 |
| Clydesdale Bank plc | 89,300 |
| HSBC | 9,800 |
| JP Morgan Chase Bank | 20,100 |
| TOTAL | 8,539,489 |

Schedule B

Capital International SA

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 16,036 |
| Bank of New York Nominees | 14,300 |
| Chase Nominees Limited | 461,302 |
| Credit Suisse London Branch | 30,000 |
| Midland Bank plc | 101,700 |
| Barclays Bank | 12,800 |
| Brown Bros. | 3,600 |
| Nortrust Nominees | 13,800 |

Schedule B

| | |
|---------------------------|-----------|
| Morgan Stanley | 16,200 |
| Royal Bank of Scotland | 148,636 |
| J.P. Morgan | 1,301,883 |
| National Westminster Bank | 16,700 |
| Lloyds Bank | 24,800 |

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| | |
|---------------------|-----------|
| RBSTB Nominees Ltd. | 60,100 |
| Deutsche Bank AG | 67,352 |
| HSBC Bank plc | 327,000 |
| TOTAL | 2,616,209 |

Schedule B

Capital International. Inc.

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 268,853 |
| Bank of New York Nominees | 232,168 |
| Chase Nominees Limited | 349,500 |
| Midland Bank plc | 29,500 |
| Bankers Trust | 13,200 |
| Nortrust Nominees | 218,057 |
| State Street Bank & Trust Co. | 290,596 |
| Citibank NA | 57,987 |

Schedule B

| | |
|---------------|-----------|
| HSBC Bank plc | 26,800 |
| TOTAL | 1,486,661 |

Schedule B

Capital Research and Management Company

| Registered Name | Local Shares |
|-------------------------------|--------------|
| State Street Nominees Limited | 750,000 |
| Chase Nominees Limited | 23,004,272 |
| TOTAL | 23,754,272 |

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 23 February, 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary