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PEARSON PLC
Form 6-K
February 28, 2006

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

Letter to RNS
Letter dated 28 February 2006

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 we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Franklin Resources, Inc. equals 103,908,285 shares, representing 12.92% of the

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issued share capital of Pearson plc.

The registered holders of the shares are listed on the schedule below.

Schedule

PEARSON PLC

Outstanding Shares 804,360,971

Registered Holder	No. of Shares	% of class
Bank of New York, London	3,406,254	0.4235%
Bank of New York, Europe	10,854	0.0013%
CEDE	42	0.0000%
Citibank Nominees Ltd.	1,023,326	0.1272%
Clydesdale Bank PLC	737,910	0.0917%
Euroclear Bank SA	38,407	0.0048%
HSBC Bank PLC	861,939	0.1072%
JP Morgan/Chase Bank	76,825,267	9.5511%
Mellon Trust	4,460,868	0.5546%
Merrill Lynch	1,434,638	0.1784%
Northern Trust Company	2,614,634	0.3251%
Royal Trust Corp of Canada	3,782,010	0.4702%
State Street Nominees Limited	8,712,136	1.0831%
TOTAL	103,908,285	12.92%

Letter from Pearson Plc

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: 28 February 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary