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PEARSON PLC
Form 6-K
March 24, 2004

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 2004

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

We write in accordance with rule 9.12, under the continuing obligations section

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of the Listing Rules, to notify you that we have today received information that, pursuant to section 198 of the Companies Act 1985:-

1. the shareholding of The Capital Group Companies, Inc., which equals 112,304,891 shares now represents 14.01% of the issued ordinary share capital of Pearson plc; and
2. the shareholding of Franklin Resources, Inc., which equals 56,515,055 shares, now represents 7.04% of the issued ordinary share capital of Pearson plc.

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

LETTER FROM: PEARSON PLC

As of 22 March 2004

Pearson plc

	Number of Shares	Percentage of Outstanding
The Capital Group Companies, Inc. ("CG") holdings	112,304,891	14.008%
Holdings by CG Management Companies and Funds:		
- Capital Guardian Trust Company	66,974,829	8.291%
- Capital International Limited	12,974,829	1.618%
- Capital International S.A.	6,078,368	0.758%
- Capital International, Inc.	11,230,394	1.401%
- Capital Research and Management Company	15,552,272	1.940%

Schedule of holdings in Pearson plc As of 22 March 2004

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	9,906,671
Bank of New York Nominees	1,701,568
Chase Nominees Limited	27,529,861

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BT Globenet Nominees Ltd.	638,835
Investors Bank & Trust Co.	598,000
Midland Bank plc	10,983,375
Cede & co.	17,500
Deutsche Bank Mannheim	2,200

Schedule B

Bankers Trust	2,681,900
Barclays Bank	427,800
Citibank London	98,300
Nortrust Nominees	9,598,014
Royal Bank of Scotland	75,600
MSS Nominees Limited	54,200
State Street Bank & Trust Co.	84,000
RBSTB Nominees Ltd.	2,200
Deutsche Bank AG	2,100

Schedule B

HSBC Bank plc	13,600
Mellon Bank N.A.	136,400
ROY Nominees Limited	54,100
Mellon Nominees (UK) Limited	1,814,304
HSBC	43,900
JP Morgan Chase Bank	4,600
TOTAL	66,469,028

Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	522,762
Bank of New York Nominees	3,647,089
Northern Trust	608,344
Chase Nominees Limited	1,943,740

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Midland Bank plc	60,300
Bankers Trust	295,371
Barclays Bank	67,200
Citibank London	56,000

Schedule B

Morgan Guaranty	211,370
Nortrust Nominees	2,196,346
Royal Bank of Scotland	871,500
MSS Nominees Limited	91,200
State Street Bank & Trust Co.	419,400
Lloyds Bank	53,600
Deutsche Bank AG	972,736
HSBC Bank plc	682,230
Mellon Bank N.A.	11,016

Schedule B

KAS UK	37,125
Bank One London	160,000
Clydesdale Bank plc	67,500

TOTAL 12,974,829

Schedule B

Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	16,036
Chase Nominees Limited	3,195,678
Credit Suisse London Branch	20,000
Midland Bank plc	560,000
Barclays Bank	758,518
Pictet & Cie, Geneva	10,900
Citibank London	27,000

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Brown Bros. 73,900

Schedule B

Nortrust Nominees 11,300

Morgan Stanley 12,900

Royal Bank of Scotland 265,418

MSS Nominees Limited 17,800

J.P. Morgnan 500,939

State Street bank & Trust Co. 99,400

National Westminster Bank 99,100

Lloyds Bank 38,800

RBSTB Nominees Ltd. 43,927

Schedule B

Deutsche Bank AG 82,752

HSBC Bank plc 244,000

TOTAL 6,078,368

Schedule B

Capital International, Inc.

Registered Name Local Shares

State Street Nominees Limited 3,508,567

Bank of New York Nominees 1,181,099

Northern Trust 52,600

Chase Nominees Limited 2,970,240

Midland Bank plc 255,400

Deutsche Bank Mannheim 33,600

Bankers Trust 51,500

Citibank London 174,100

Schedule B

Nortrust Nominees 999,898

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Royal Bank of Scotland	193,700
State Street Bank & Trust Co.	945,496
RBSTB Nominees Ltd.	38,500
Citibank NA	329,257
HSBC Bank plc	261,437
JP Morgan Chase Bank	235,000
TOTAL	11,230,394

Schedule B

Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	500,000
Chase Nominees Limited	15,052,272
TOTAL	15,552,272

Schedule B

SCHEDULE
PEARSON PLC
Outstanding Shares 802,399,547

Registered Holder	No. of Shares	% of Class
Bank of New York	464,510	0.0579%
BONY Europe	6,730	0.0008%
Chase Nominees Ltd	45,751,367	5.7018%
Citibank Nominees Ltd.	596,231	0.0743%
Clydesdale Bank	164,440	0.0205%
Euroclear	11,798	0.0015%
HSBC Bank PLC	69,370	0.0086%
Mellon Trust	2,495,885	0.3111%

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Merrill Lynch	735,490	0.0917%
Northern Trust Company	771,685	0.0962%
Royal Trust Corp of Canada	2,122,976	0.2646%
State Street Nominees Limited	3,324,573	0.4143%
TOTAL	56,515,055	7.0433%

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 2004

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary