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PEARSON PLC  
Form 6-K  
October 26, 2005

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 October 2005

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

Fax to: RNS

Dated: 26 October 2005

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 26 October 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 108,925,692 shares, now represents 13.544% of the issued ordinary share capital of Pearson plc.

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

From: Pearson PLC

To: Pearson plc  
80 Strand  
London WC2R 0RK  
UK

Date: 24 October 2005

### 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 (804,261,853 shares outstanding)

Number of shares in which the Companies have an interest:

108,925,692

Name(s) of registered holders):

See Schedule B

As of 24 October 2005

	Number of Shares	Percent of Outstanding
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	108,925,692	13.544%
Holdings by CG Management Companies and Funds:		
* Capital Guardian Trust Company	48,125,371	5.984%
* Capital International Limited	16,017,698	1.992%
* Capital International S.A.	4,488,529	0.558%

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* Capital International Inc.	9,526,822	1.185%
* Capital Research and Management Company	30,767,272	3.826%

### Schedule A

#### Schedule of holdings in Pearson plc As of 24 October 2005

##### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	5,707,658
Bank of New York Nominees	1,879,158
Northern Trust	285,609
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	22,013,425
BT Globenet Nominees Ltd.	741,435
Midland Bank plc	5,029,375
Cede & Co.	228,263
Deutsche Bank Mannheim	2,200
Bankers Trust	1,778,900
Barclays Bank	153,600
Citibank London	11,100
Royal Trust	22,800
Brown Bros.	103,093
Nortrust Nominees	6,552,682
Royal Bank of Scotland	110,300
MSS Nominees Limited	68,100
State Street Bank & Trust Co.	64,900
Citibank	13,600
RBSTB Nominees Ltd	2,200
Citibank NA	45,500
Deutsche Bank AG	2,100

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HSBC Bank PLC	4,900
Mellon Bank N.A.	179,300
ROY Nominees Limited	45,800
Mellon Nominees (UK) Limited	1,660,406
HSBC	55,300
JP Morgan Chase Bank	1,360,967
TOTAL	48,125,371

### Schedule B

#### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	306,562
Bank of New York Nominees	3,027,748
Northern Trust	1,687,638
Chase Nominees Limited	3,081,515
Midland Bank Plc	83,200
Bankers Trust	289,971
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300
Nortrust Nominees	2,691,689
Royal Bank of Scotland	855,900
MSS Nominees Limited	91,200
State Street Bank & Trust Co	370,400
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,280,468
Chase Manhattan Nominee Ltd	48,300
HSBC Bank plc	988,300
Mellon Bank N.A.	165,516

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KAS UK	61,425
Bank One London	212,600
Clydesdale Bank plc	77,000
JP Morgan Chase Bank	30,300
TOTAL	16,017,698

Schedule B

Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	16,036
Bank of New York Nominees	35,800
Chase Nominees Limited	2,004,642
Credit Suisse London Branch	30,000
Midland Bank plc	500,400
Barclays Bank	243,818
Brown Bros.	71,700
Nortrust Nominees	11,300
Morgan Stanley	12,900
Royal Bank of Scotland	130,018
J.P. Morgan	860,083
National Westminster Bank	24,900
Lloyds Bank	29,600
RBSTB Nominees Ltd	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	369,380
HSBC	20,700
TOTAL	4,488,529

Schedule B

Capital International Inc.

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Registered Name	Local Shares
State Street Nominees Limited	3,003,057
Bank of New York Nominees	1,057,005
Northern Trust	30,800
Chase Nominees Limited	2,329,050
Midland Bank plc	245,200
Bankers Trust	51,500
Citibank London	98,300
Brown Bros.	137,300
Nortrust Nominees	580,457
Royal Bank of Scotland	98,700
State Street Bank & Trust Co.	823,896
Sumitomo Trust & Banking	33,400
Citibank	24,500
RBSTB Nominees Ltd	36,000
Citibank NA	420,657
State Street Australia Limited	45,900
HSBC Bank PLC	138,300
JP Morgan Chase Bank	372,800
TOTAL	9,526,822

### Schedule B

#### Capital Research & Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	30,017,272
TOTAL	30,767,272

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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: 26 October 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary