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PEARSON PLC  
Form 6-K  
November 23, 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 November 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

To RNS

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 November 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 88,364,483 shares, now represents 10.991% 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 dated 21 November 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 (803,997,162 shares outstanding)

Number of shares in which the Companies have an interest:

88,364,483

Name(s) of registered holders):

See Schedule B

As of 21 November 2005

	Number of Shares	Percent of Outstanding
	-----	-----
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	88,364,483	10.991%
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Holdings by CG Management Companies and Funds:

* Capital Guardian Trust Company	33,609,769	4.180%
* Capital International Limited	15,287,891	1.901%
* Capital International S.A.	3,300,529	0.411%
* Capital International Inc.	5,399,022	0.672%
* Capital Research and Management Company	30,767,272	3.827%

Schedule A

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Schedule of holdings in Pearson plc  
As of 21 November 2005

## Capital Guardian Trust Company -----

Registered Name -----	Local Shares -----
State Street Nominees Limited	4,049,858
Bank of New York Nominees	1,396,003
Northern Trust	262,109
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	14,618,853
BT Globenet Nominees Ltd.	566,435
Midland Bank plc	3,598,485
Cede & Co.	190,963
Deutsche Bank Mannheim	2,200
Bankers Trust	1,291,200
Barclays Bank	115,800
Citibank London	11,100
Royal Trust	18,300
Brown Bros.	42,593
Nortrust Nominees	5,769,797
Royal Bank of Scotland	80,100
MSS Nominees Limited	61,200
State Street Bank & Trust Co.	53,000
Citibank	8,800
RBSTB Nominees Ltd	2,200
Citibank NA	44,500
Deutsche Bank AG	2,100
HSBC Bank PLC	3,800
Mellon Bank N.A.	126,400
ROY Nominees Limited	35,600
Mellon Nominees (UK) Limited	1,272,406
HSBC	42,200
JP Morgan Chase Bank	941,067
TOTAL	
33,609,769	

## Schedule B

## Capital International Limited -----

Registered Name -----	Local Shares -----
State Street Nominees Limited	192,862
Bank of New York Nominees	2,838,048
Northern Trust	1,680,938
Chase Nominees Limited	3,356,615
Midland Bank Plc	83,200
Bankers Trust	248,071
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300

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Nortrust Nominees	2,178,282
Royal Bank of Scotland	790,100
MSS Nominees Limited	91,200
State Street Bank & Trust Co	454,400
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,137,568
Chase Manhattan Nominee Ltd	48,300
HSBC Bank plc	988,300
Mellon Bank N.A.	165,516
KAS UK	61,425
Bank One London	212,600
Clydesdale Bank plc	77,000
JP Morgan Chase Bank	15,500

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TOTAL            15,287,891

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	1,146,342
Credit Suisse London Branch	30,000
Midland Bank plc	314,100
Barclays Bank	142,918
Brown Bros.	44,300
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	354,080
HSBC	20,700

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TOTAL            3,300,529

Schedule B

Capital International Inc.

Registered Name -----	Local Shares -----
State Street Nominees Limited	1,711,457
Bank of New York Nominees	615,105

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Northern Trust	19,400
Chase Nominees Limited	1,158,650
Midland Bank plc	151,400
Bankers Trust	34,600
Citibank London	83,200
Brown Bros.	82,400
Nortrust Nominees	390,857
Royal Bank of Scotland	38,400
State Street Bank & Trust Co.	479,596
Sumitomo Trust & Banking	22,300
Citibank	18,900
RBSTB Nominees Ltd	23,600
Citibank NA	246,757
State Street Australia Limited	29,500
HSBC Bank PLC	89,300
JP Morgan Chase Bank	223,600
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TOTAL	5,399,022

Schedule B

Capital Research & Management Company  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	750,000
Chase Nominees Limited	30,017,272
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TOTAL	30,767,272

Schedule B

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: 23 November 2005

By: /s/ STEPHEN JONES  
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Stephen Jones  
Deputy Secretary