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PEARSON PLC  
Form 6-K  
December 02, 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 December, 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 2 December 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 80,170,380 shares, now represents 9.972% 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 30 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:

80,170,380

Name(s) of registered holders):

See Schedule B

As of 30 November 2005

	Number of Shares	Percent of Outstanding
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Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	80,170,380	9.972%
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Holdings by CG Management Companies and Funds:

* Capital Guardian Trust Company	28,178,049	3.505%
* Capital International Limited	14,771,620	1.837%
* Capital International S.A.	2,514,554	0.313%
* Capital International Inc.	3,938,885	0.490%
* Capital Research and Management Company	30,767,272	3.827%

Schedule A

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Schedule of holdings in Pearson plc  
As of 30 November 2005

## Capital Guardian Trust Company

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Registered Name	Local Shares
State Street Nominees Limited	3,103,558
Bank of New York Nominees	1,145,493
Northern Trust	166,300
Chase Manhattan Bank Australia Limited	1,700
Chase Nominees Limited	12,224,252
BT Globenet Nominees Ltd.	472,135
Midland Bank plc	3,095,585
Cede & Co.	182,763
Deutsche Bank Mannheim	1,200
Bankers Trust	1,109,000
Barclays Bank	97,700
Citibank London	6,600
Royal Trust	12,500
Brown Bros.	31,593
Nortrust Nominees	4,214,897
Royal Bank of Scotland	66,300
MSS Nominees Limited	46,900
State Street Bank & Trust Co.	41,700
Citibank	8,800
RBSTB Nominees Ltd	1,500
Citibank NA	39,400
Deutsche Bank AG	1,800
HSBC Bank PLC	2,100
Mellon Bank N.A.	110,400
ROY Nominees Limited	28,000
Mellon Nominees (UK) Limited	1,111,006
HSBC	33,400
JP Morgan Chase Bank	821,467
TOTAL	
	28,178,049

## Schedule B

## Capital International Limited

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Registered Name	Local Shares
State Street Nominees Limited	186,962
Bank of New York Nominees	2,831,048
Northern Trust	1,671,738
Chase Nominees Limited	3,191,515
Midland Bank Plc	83,200
Bankers Trust	90,500
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300

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Nortrust Nominees	2,090,282
Royal Bank of Scotland	783,900
MSS Nominees Limited	91,200
State Street Bank & Trust Co	441,100
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,073,568
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 14,771,620

Schedule B

Capital International S.A.  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	16,036
Bank of New York Nominees	35,800
Chase Nominees Limited	683,602
Credit Suisse London Branch	30,000
Midland Bank plc	138,500
Barclays Bank	55,218
Brown Bros.	12,800
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	26,100
RBSTB Nominees Ltd	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	333,245
HSBC	16,600

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TOTAL 2,514,554

Schedule B

Capital International Inc.  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	1,283,857
Bank of New York Nominees	458,168

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Northern Trust	10,500
Chase Nominees Limited	912,050
Midland Bank plc	76,900
Bankers Trust	26,200
Citibank London	58,900
Brown Bros.	17,500
Nortrust Nominees	290,557
Royal Bank of Scotland	7,800
State Street Bank & Trust Co.	396,596
Sumitomo Trust & Banking	5,100
Citibank	13,000
RBSTB Nominees Ltd	5,400
Citibank NA	187,257
State Street Australia Limited	24,900
HSBC Bank PLC	77,200
JP Morgan Chase Bank	87,000
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TOTAL	3,938,885

Schedule B

Capital Research & Management Company

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: 2 December 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary