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PEARSON PLC
Form 6-K
July 14, 2006

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 July, 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
DATED: 14 JULY 2006

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 14 July 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 23,968,965 shares, now represents 2.979% of the issued ordinary share capital of Pearson plc.

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

LETTER FROM: PEARSON PLC

LETTER TO: PEARSON PLC
DATED: 11 JULY 2006

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 Inc., Capital International, S.A., 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 (804,558,975 shares outstanding)

Number of shares in which the Companies have an interest:

23,968,965

Name(s) of registered holder(s):

See Schedule B

As of 11 July 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc., ("CG") holdings	23,968,965	2.979%
Holdings by CG Management Companies and Funds		
Capital Guardian Trust Company	11,211,857	1.394%
Capital International Limited	4,230,886	0.526%
Capital International S.A.	1,252,293	0.158%

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Capital International, Inc.	199,657	0.025%
Capital Research and Management Company	7,074,272	0.879%

Schedule A

Schedule of holdings in Pearson plc
As of 11 July 2006

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	1,468,214
Bank of New York Nominees	451,178
Northern Trust	132,400
Chase Nominees Limited	4,694,197
BT Globenet Nominees Ltd.	243,935
Midland Bank plc	757,710
Cede & Co.	101,800
Bankers Trust	468,200
Barclays Bank	13,200
Brown Bros.	19,537
Nortrust Nominees	1,743,989
MSS Nominees Limited	22,600
State street Bank & Trust Co.	2,800
"New Account"	78,416
Citibank NA	21,500
Mellon Bank N.A.	14,500
ROY Nominees Limited	15,400
Mellon Nominees (UK) Limited	389,114
HSBC	17,400
JP Morgan Chase Bank	555,767
TOTAL	11,211,857

Schedule B

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Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	53,100
Bank of New York Nominees	1,002,954
Northern Trust	706,938
Chase Nominees Limited	897,165
Midland Bank plc	40,500
Bankers Trust	80,000
Barclays Bank	33,300
Morgan Guaranty	86,900
Nortrust Nominees	441,125
State Street Bank & Trust Co.	161,600
Citibank NA	9,200
Deutsche Bank AG	33,400
Chase Manhattan Nominee Ltd.	52,000
HSBC Bank plc	186,500
Mellon Bank NA	69,300
Northern Trust AVFC	81,049
KAS UK	25,689
Bank One London	38,600
HSBC	5,100
JP Morgan Chase Bank	27,500
Ralffelsen Zentral Bank	110,700
Fortis Bank	8,300
Metzler Seel Sohn & Co	44,100
Nordea Bank	26,566
Bayerische Hypo Und Vereinsbank AG	9,300
TOTAL	4,230,886

Schedule B

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Capital International SA

State Street Nominees Limited	6,636
Bank of New York Nominees	4,800
Chase Nominees Limited	103,150
Midland Bank plc	16,000
Barclays Bank	12,800
Nortrust Nominees	9,300
Morgan Stanley	7,300
J.P.Morgan	812,883
State Street Bank & Trust Co	40,252
Lloyds Bank	6,400
HSBC Bank plc	109,900
JP Morgan Chase Bank	16,700
Lombard Odier Et Cle, Geneva	92,772
Metzler Seel Sohn & Co	13,400
TOTAL	1,252,293

Schedule B

Capital International. Inc.

State Street Nominees Limited	28,000
Midland Bank plc	17,100
Bankers Trust	7,700
Nortrust Nominees	87,057
State Street Bank & Trust Co.	50,500
HSBC Bank plc	9,300
TOTAL	199,657

Schedule B

Capital Research and Management Company

State Street Nominees Limited	750,000
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Chase Nominees Limited	6,324,272
TOTAL	7,074,272

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: 14 July 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary