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PEARSON PLC
Form 6-K
April 11, 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 April, 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

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 on 10 April 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 43,312,322 shares, now represents 5.384% of the issued ordinary share capital of Pearson plc.

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 (804,498,954 shares outstanding)

Number of shares in which the Companies have an interest:

43,312,322

Name(s) of registered holders):

See Schedule B

As of 6 April 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc., ("CG") holdings Holdings by CG Management Companies and Funds	43,312,322	5.384%
Capital Guardian Trust Company	15,456,916	1.921%
Capital International Limited	7,123,505	0.885%
Capital International S.A.	2,116,668	0.263%
Capital International, Inc.	864,961	0.108%
Capital Research and Management Company	17,750,272	2.206%

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Schedule A

Schedule of holdings in Pearson plc
As of 6 April 2006

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	1,865,258
Bank of New York Nominees	650,103
Northern Trust	149,100
Chase Manhattan Bank Australia Limited	1,300
Chase Nominees Limited	6,957,663
BT Globenet Nominees Ltd.	275,635
Midland Bank plc	1,137,585
Cede & Co.	113,300
Deutsche Bank Mannheim	900
Bankers Trust	554,700
Barclays Bank	13,200
Royal Trust	10,800
Brown Bros.	17,893
Nortrust Nominees	2,539,498
MSS Nominees Limited	27,100
State street Bank & Trust Co.	16,900
Citibank NA	21,500
Deutsche Bank AG	1,600
HSBC Bank plc	100
Mellon Bank N.A.	76,800
ROY Nominees Limited	15,900
Mellon Nominees (UK) Limited	427,614
Bank One London	1,100
HSBC	18,400
JP Morgan Chase Bank	562,967

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TOTAL 15,456,916

Schedule B

Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	189,262
Bank of New York Nominees	1,178,631
Northern Trust	874,938
Chase Nominees Limited	1,640,029
Midland Bank plc	86,500
Bankers Trust	98,200
Barclays Bank	70,500
Morgan Guaranty	86,900
Nortrust Nominees	810,844
MSS Nominees Limited	70,700
State Street Bank & Trust Co.	455,210
Lloyds Bank	39,800
Deutsche Bank AG	65,400
Chase Manhattan Nominee Ltd.	65,100
HSBC Bank plc	407,200
Mellon Bank NA	74,300
KAS UK	62,725
Bank One London	125,900
HSBC	5,100
JP Morgan Chase Bank	72,900
Ralffelsen Zentral Bank	474,600
Fortis Bank	14,900
Metzler Seel Sohn & Co	50,600
Nordea Bank	82,066
Bayerische Hypo Und Vereinsbank AG	21,200
TOTAL	7,123,505

Schedule B

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Capital International SA

State Street Nominees Limited	16,036
Bank of New York Nominees	4,800
Chase Nominees Limited	416,061
Midland Bank plc	59,300
Barclays Bank	12,800
Pictet & Cle, Geneva	44,955
Nortrust Nominees	13,800
Morgan Stanley	13,300
J.P.Morgan	1,057,983
State Street Bank & Trust Co	25,852
Lloyds Bank	24,800
HSBC Bank plc	248,300
Lombard Odier Et Cle, Geneva	148,181
Metzler Seel Sohn & Co	16,700
Credit Suisse, Zurich	13,800
TOTAL	2,116,668

Schedule B

Capital International. Inc.

State Street Nominees Limited	175,353
Bank of New York Nominees	166,168
Chase Nominees Limited	86,700
Midland Bank plc	17,100
Bankers Trust	7,700
Nortrust Nominees	153,557
State Street Bank & Trust Co.	173,596
Citibank NA	57,987
HSBC Bank plc	26,800
TOTAL	864,961

Schedule B

Capital Research and Management Company

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State Street Nominees Limited	750,000
Chase Nominees Limited	17,000,272
TOTAL	17,750,272

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: 11 April, 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary