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PEARSON PLC  
Form 6-K  
August 16, 2006

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 August 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

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This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

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Letter to RNS  
Letter dated 16 August 2006

### Notification of Change in Interest in Shares

We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 16 August 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of FMR Corp. and Fidelity International Ltd, which equals 40,387,491 shares, now represents 5.01% 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

Amendment 13

### NOTIFICATIONS UNDER SECTIONS 198 TO 202 -- U.K. COMPANIES ACT

1. Company in which shares are held: Pearson Plc

2. Notifiable Interest: Ordinary Shares

(A) FMR Corp.  
82 Devonshire Street  
Boston, MA 02109

Parent holding company of Fidelity Management & Research Company (FMRCO), investment manager for US mutual funds, and Fidelity Management Trust Company (FMTC), a US state chartered bank which acts as a trustee or investment manager of various pension and trust accounts. (See Schedule A for listing of Registered Shareholders and their holdings.)

(B) Fidelity International Limited (FIL)  
P.O. Box HM 670  
Hamilton HMCX, Bermuda

Parent holding company for various direct and indirect subsidiaries, including Fidelity Investment Services Ltd. (FISL), Fidelity Gestion (FIGEST), Fidelity Investments Advisory (Korea) Limited (FIA(K)L), Fidelity Investments Management (Hong Kong) Limited (FIMHK), Fidelity Pension Management (FPM), Fidelity Investments Japan (FIJ) and Fidelity Investments International (FII), investment managers for various non-US investment companies and institutional clients.

3. The notifiable interests also comprise the notifiable interest of:

Mr. Edward C. Johnson 3d  
82 Devonshire Street  
Boston, MA 02109

A principal shareholder of FMR Corp. and Fidelity International Limited.

4. The notifiable interests include interest held on behalf of authorized unit trust schemes in the U.K., notwithstanding the exemption from reporting pursuant to Section 209 (1)(h) of the Companies Act 1985.

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5. These notifications of disclosable interests constitute separate notifications of interest in the shares and are combined solely for the purposes of clarity and efficiency. Nothing herein should be taken to indicate that FMR Corp. and its direct and indirect subsidiaries, Fidelity International Limited and its direct and indirect subsidiaries or Mr. Edward C. Johnson 3d act as a group or in concert in respect of the disclosed interests, or that they are required to submit these notifications on a joint basis.
6. The disclosable interests arise under section 208(4)(b) of the Act, namely where a person, not being the registered holder, is entitled to exercise a right conferred by the holding of the shares or to control the exercise of such rights, or under section 203 of the Act respectively.

Schedule A

Security: PEARSON PLC

Amendment 13

Current ownership percentage: 5.01%

Total Shares Held: 40,387,491

Shares in issue: 805,515,328

Change in holdings since last filing: +7,071,284 ordinary shares

| SHARES HELD | MANAGEMENT |  | NOMINEE/REGISTERED NAME        |
|-------------|------------|--|--------------------------------|
|             | COMPANY    |  |                                |
| 7,215,637   | FPM        |  | JP MORGAN, BOURNEMOUTH         |
| 2,378,700   | FPM        |  | JP MORGAN, BOURNEMOUTH         |
| 1,543,200   | FPM        |  | NORTHERN TRUST LONDON          |
| 545,900     | FPM        |  | MELLON BANK                    |
| 477,200     | FPM        |  | STATE STR BK AND TR CO LNDN (S |
| 337,700     | FPM        |  | BANK OF NEW YORK BRUSSELS      |
| 325,700     | FPM        |  | BANKERS TRUST LONDON           |
| 135,600     | FPM        |  | MIDLAND SECURITIES SERVICES    |
| 300         | FMTC       |  | BROWN BROTHERS HARRIMAN AND CO |
| 1,905,628   | FMRCO      |  | JPMORGAN CHASE BANK            |
| 27,900      | FMRCO      |  | STATE STREET BANK AND TR CO    |
| 3,520,487   | FISL       |  | JP MORGAN, BOURNEMOUTH         |
| 20,505,451  | FIL        |  | BROWN BROS HARRIMN LTD LUX     |
| 1,227,588   | FIL        |  | JP MORGAN, BOURNEMOUTH         |
| 152,400     | FIL        |  | BANK OF NEW YORK BRUSSELS      |
| 88,100      | FIL        |  | NORTHERN TRUST LONDON          |

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 16 August 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary