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PEARSON PLC
Form 6-K
November 14, 2005

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 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

This Report includes the following documents:

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

Letter 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 11 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 96,627,574 shares, now represents 12.018% of the issued ordinary share capital of Pearson plc.

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

From Jennifer Burton
Assistant Company Secretary
Pearson PLC

196/90/1

To: Pearson plc

Date: 9 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:

96,627,574

Name(s) of registered holder(s):

See Schedule B

As of 9 November 2005

Pearson plc

Number of Shares	Percent of Outstanding
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The Capital Group Companies, Inc. ("CG") holdings	96,627,574	12.018%
Holdings by CG Management Companies and Funds:		
- Capital Guardian Trust Company	39,413,853	4.902%
- Capital International Limited	15,928,298	1.981%
- Capital International S.A.	3,576,729	0.445%
- Capital International. Inc.	6,941,422	0.863%
- Capital Research and Management Company	30,767,272	3.827%

Schedule A

Schedule of holdings In Pearson plc
As of 9 November 2005

Capital Guardian Trust Company

Registered Names	Local Shares
State Street Nominees Limited	4,664,958
Bank of New York Nominees	1,617,303
Northern Trust	272,409
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	17,715,452
BT Globenet Nominees Ltd.	642,335
Midland Bank plc	4,104,185
Cede & Co.	195,263

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Deutsche Bank Mannheim	2,200
Bankers Trust	1,492,000
Barclays Bank	129,600
Citibank London	11,100
Royal Trust	19,400
Brown Bros.	80,293

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Nortrust Nominees	5,419,082
Royal Bank of Scotland	92,100
MSS Nominees Limited	66,100

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State Street Bank & Trust Co.	56,600
Citibank	13,600
RBSTB Nominees Ltd.	2,200
Citibank NA	45,500
Deutsche Bank AG	2,100
HSBC Bank plc	4,900
Mellon Bank N A	148,500
ROY Nominees Limited	39,400
Mellon Nominees (UK) Limited	1,409,606

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HSBC	46,400
JP Morgan Chase Bank	1,118,567
TOTAL	39,413,853

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Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	306,562
Bank of New York Nominees	2,886,748
Northern Trust	1,685,638

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Chase Nominees Limited	3,383,515
Midland Bank plc	83,200
Bankers Trust	248,071
Barclays Bank	67,200
Citibank London	113,966

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Morgan Guaranty	284,300
Nortrust Nominees	2,639,389
Royal Bank of Scotland	807,000
MSS Nominees Limited	91,200
State Street Bank & Trust Co.	350,700
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,209,668

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Chase Manhattan Nominee Ltd. Australia	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
TOTAL	15,928,298

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Capital International SA

State Street Nominees Limited	16,036
Bank of New York Nominees	35,800
Chase Nominees Limited	1,317,542
Credit Suisse London Branch	30,000
Midland Bank plc	376,300
Barclays Bank	173,618
Brown Bros.	52,500
Nortrust Nominees	11,300

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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	357,980
HSBC	20,700
TOTAL	3,576,729

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Capital International, Inc.

Registered Name	Local Shares
State Street Nominees Limited	2,167,757
Bank of New York Nominees	769,405
Northern Trust	23,800
Chase Nominees Limited	1,679,650

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Midland Bank plc	180,800
Bankers Trust	39,000
Citibank London	73,300
Brown Bros.	98,200

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Nortrust Nominees	446,557
Royal Bank of Scotland	69,500
State Street Bank & Trust Co	591,996
Sumitomo Trust & Banking	25,800
Citibank	20,100
RBSTB Nominees Ltd	27,100
Citibank NA	307,357
State Street Australia Limited	33,700
HSBC Bank plc	105,200

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JP Morgan Chase Bank	282,200
TOTAL	6,941,422

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Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	30,017,272
TOTAL	30,767,272

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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 November, 2005

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary