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PEARSON PLC  
Form 6-K  
November 03, 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 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

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This Report includes the following documents:

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

Fax to: RNS  
Dated: 3 November 2005

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### 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 3 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 104,028,259 shares, now represents 12.939% 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  
80 Strand  
London WC2R 0RK  
UK

Date: 1 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:

104,028,259

Name(s) of registered holders):

See Schedule B

As of 1 November 2005

	Number of Shares	Percent of Outstanding
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	104,028,259	12.939%
Holdings by CG Management Companies and Funds:		
* Capital Guardian Trust Company	44,774,038	5.569%
* Capital International Limited	16,112,998	2.004%

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* Capital International S.A.	3,910,529	0.486%
* Capital International Inc.	8,463,422	1.053%
* Capital Research and Management Company	30,767,272	3.827%

### Schedule A

Schedule of holdings in Pearson plc  
As of 1 November 2005

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	5,282,758
Bank of New York Nominees	1,803,858
Northern Trust	282,609
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	20,403,252
BT Globenet Nominees Ltd.	713,435
Midland Bank plc	4,631,015
Cede & Co.	228,263
Deutsche Bank Mannheim	2,200
Bankers Trust	1,687,300
Barclays Bank	143,100
Citibank London	11,100
Royal Trust	20,700
Brown Bros.	95,193
Nortrust Nominees	6,054,782
Royal Bank of Scotland	105,300
MSS Nominees Limited	68,100
State Street Bank & Trust Co.	61,200
Citibank	13,600
RBSTB Nominees Ltd	2,200
Citibank NA	45,500

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Deutsche Bank AG	2,100
HSBC Bank PLC	4,900
Mellon Bank N.A.	169,800
ROY Nominees Limited	43,500
Mellon Nominees (UK) Limited	1,564,106
HSBC	52,500
JP Morgan Chase Bank	1,278,967
TOTAL	44,774,038

### Schedule B

#### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	306,562
Bank of New York Nominees	2,893,348
Northern Trust	1,694,138
Chase Nominees Limited	3,407,515
Midland Bank Plc	83,200
Bankers Trust	289,971
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300
Nortrust Nominees	2,670,889
Royal Bank of Scotland	810,900
MSS Nominees Limited	91,200
State Street Bank & Trust Co	362,000
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,266,668
Chase Manhattan Nominee Ltd	48,300
HSBC Bank plc	988,300

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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
	16,112,998

Schedule B

Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	16,036
Bank of New York Nominees	35,800
Chase Nominees Limited	1,517,942
Credit Suisse London Branch	30,000
Midland Bank plc	447,800
Barclays Bank	217,018
Brown Bros.	63,800
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	29,600
RBSTB Nominees Ltd	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	365,180
HSBC	20,700
	TOTAL
	3,910,529

Schedule B

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## Capital International Inc.

Registered Name	Local Shares
State Street Nominees Limited	2,656,257
Bank of New York Nominees	943,005
Northern Trust	28,500
Chase Nominees Limited	2,054,950
Midland Bank plc	218,100
Bankers Trust	46,900
Citibank London	88,800
Brown Bros.	122,500
Nortrust Nominees	527,157
Royal Bank of Scotland	87,500
State Street Bank & Trust Co.	725,596
Sumitomo Trust & Banking	30,000
Citibank	22,300
RBSTB Nominees Ltd	32,400
Citibank NA	383,757
State Street Australia Limited	41,500
HSBC Bank PLC	125,700
JP Morgan Chase Bank	328,500
TOTAL	8,463,422

## Schedule B

### Capital Research & Management Company

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

SIGNATURE

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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: 03 November 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary