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PEARSON PLC  
Form 6-K  
February 24, 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 February, 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

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 23 February 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 55,653,209 shares, now represents 6.919% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached (below)

Date: 21 February 2006

### AMENDED 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 (804,342,765 shares outstanding)

Number of shares in which the Companies have an interest:

55,653,209

Name(s) of registered holders):

See Schedule B

As of 21 February 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc., ("CG") holdings	55,653,209	6.919%
Holdings by CG Management Companies and Funds:		
Capital Guardian Trust Company	19,256,578	2.394%
Capital International Limited	8,539,489	1.062%

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Capital International S.A.	2,616,209	0.325%
Capital International, Inc.	1,486,661	0.185%
Capital Research and Management Company	23,754,272	2.953%

### Schedule A

#### Schedule of holdings in Pearson plc As of 21 February 2006

##### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	2,357,458
Bank of New York Nominees	730,403
Northern Trust	140,200
Chase Manhattan Bank Australia Limited	1,300
Chase Nominees Limited	8,250,834
BT Globenet Nominees Ltd.	325,535
Midland Bank plc	1,707,685
Cede & Co.	145,463

### Schedule B

Deutsche Bank Mannheim	900
Bankers Trust	780,100
Barclays Bank	81,200
Citibank London	5,300
Royal Trust	10,800
Brown Bros.	22,193
Nortrust Nominees	3,051,197
Royal Bank of Scotland	45,500
MSS Nominees Limited	32,000

### Schedule B

State Street Bank & Trust Co.	44,800
Citibank	8,800

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RBSTB Nominees Ltd.	1,100
Citibank NA	25,700
Deutsche Bank AG	1,600
HSBC Bank plc	1,100
Mellon Bank N.A.	93,100
ROY Nominees Limited	17,900
Mellon Nominees (UK) Limited	735,143

### Schedule B

HSBC	21,900
JP Morgan Chase Bank	617,367
<b>TOTAL</b>	<b>19,256,578</b>

### Schedule B

#### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	204,562
Bank of New York Nominees	1,365,848
Northern Trust	965,446
Chase Nominees Limited	2,056,979
Midland Bank plc	101,900
Bankers Trust	119,000
Barclays Bank	70,500
Citibank London	113,966

### Schedule B

Morgan Guaranty	86,900
Nortrust Nominees	863,944
Royal Bank of Scotland	753,600
MSS Nominees Limited	80,700
State Street Bank & Trust Co.	328,200
National Westminster Bank	120,300
Lloyds Bank	58,700

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Citibank NA	30,500
Deutsche Bank AG	317,719
Schedule B	
Chase Manhattan Nominee Ltd.	78,200
HSBC Bank plc	431,100
Mellon Bank NA	64,400
KAS UK	77,925
Bank One London	129,900
Clydesdale Bank plc	89,300
HSBC	9,800
JP Morgan Chase Bank	20,100
TOTAL	8,539,489

### Schedule B

#### Capital International SA

Registered Name	Local Shares
State Street Nominees Limited	16,036
Bank of New York Nominees	14,300
Chase Nominees Limited	461,302
Credit Suisse London Branch	30,000
Midland Bank plc	101,700
Barclays Bank	12,800
Brown Bros.	3,600
Nortrust Nominees	13,800

### Schedule B

Morgan Stanley	16,200
Royal Bank of Scotland	148,636
J.P. Morgan	1,301,883
National Westminster Bank	16,700
Lloyds Bank	24,800

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RBSTB Nominees Ltd.	60,100
Deutsche Bank AG	67,352
HSBC Bank plc	327,000
TOTAL	2,616,209

Schedule B

Capital International. Inc.

Registered Name	Local Shares
State Street Nominees Limited	268,853
Bank of New York Nominees	232,168
Chase Nominees Limited	349,500
Midland Bank plc	29,500
Bankers Trust	13,200
Nortrust Nominees	218,057
State Street Bank & Trust Co.	290,596
Citibank NA	57,987

Schedule B

HSBC Bank plc	26,800
TOTAL	1,486,661

Schedule B

Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	23,004,272
TOTAL	23,754,272

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 23 February, 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary