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PEARSON PLC  
Form 6-K  
November 28, 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

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 28 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 86,317,982 shares, now represents 10.736% 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 dated 24 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:

86,317,982

Name(s) of registered holders):

See Schedule B

As of 24 November 2005

	Number of Shares	Percent of Outstanding
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Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	86,317,982	10.736%

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Holdings by CG Management Companies and Funds:

* Capital Guardian Trust Company	32,009,768	3.993%
* Capital International Limited	15,238,191	1.895%
* Capital International S.A.	3,226,929	0.401%
* Capital International Inc.	4,985,822	0.620%

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\* Capital Research and Management Company

30,767,272

3.827%

## Schedule A

Schedule of holdings in Pearson plc  
As of 24 November 2005

Capital Guardian Trust Company  
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Registered Name	Local Shares
State Street Nominees Limited	3,891,558
Bank of New York Nominees	1,326,803
Northern Trust	257,509
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	13,894,152
BT Globenet Nominees Ltd.	542,635
Midland Bank plc	3,443,385
Cede & Co.	189,863
Deutsche Bank Mannheim	2,200
Bankers Trust	1,230,200
Barclays Bank	110,000
Citibank London	10,200
Royal Trust	17,100
Brown Bros.	38,293
Nortrust Nominees	4,586,297
Royal Bank of Scotland	75,300
MSS Nominees Limited	58,400
State Street Bank & Trust Co.	51,200
Citibank	8,800
RBSTB Nominees Ltd	2,200
Citibank NA	43,500
Deutsche Bank AG	2,100
HSBC Bank PLC	3,800
Mellon Bank N.A.	120,100
ROY Nominees Limited	34,200
Mellon Nominees (UK) Limited	1,220,906
HSBC	40,500
JP Morgan Chase Bank	895,867
TOTAL	
32,099,768	

## Schedule B

Capital International Limited  
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Registered Name	Local Shares
State Street Nominees Limited	191,662
Bank of New York Nominees	2,836,648

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Northern Trust	1,678,038
Chase Nominees Limited	3,348,015
Midland Bank Plc	83,200
Bankers Trust	248,071
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300
Nortrust Nominees	2,172,582
Royal Bank of Scotland	789,100
MSS Nominees Limited	91,200
State Street Bank & Trust Co	450,100
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,112,968
Chase Manhattan Nominee Ltd	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

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TOTAL 15,238,191

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	1,104,842
Credit Suisse London Branch	30,000
Midland Bank plc	295,500
Barclays Bank	135,118
Brown Bros.	40,100
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	352,580
HSBC	20,700

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TOTAL 3,226,929

Schedule B

Capital International Inc.

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Registered Name -----	Local Shares -----
State Street Nominees Limited	1,591,257
Bank of New York Nominees	569,205
Northern Trust	16,600
Chase Nominees Limited	1,074,950
Midland Bank plc	141,300
Bankers Trust	32,900
Citibank London	58,900
Brown Bros.	76,300
Nortrust Nominees	333,757
Royal Bank of Scotland	34,100
State Street Bank & Trust Co.	449,996
Sumitomo Trust & Banking	20,900
Citibank	17,700
RBSTB Nominees Ltd	22,200
Citibank NA	226,157
State Street Australia Limited	27,900
HSBC Bank PLC	84,400
JP Morgan Chase Bank	207,300
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TOTAL	4,985,822

Schedule B

Capital Research & Management Company  
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Registered Name -----	Local Shares -----
State Street Nominees Limited	750,000
Chase Nominees Limited	30,017,272
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TOTAL	30,767,272

Schedule B

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: 28 November 2005

By: /s/ STEPHEN JONES  
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Stephen Jones  
Deputy Secretary