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PEARSON PLC  
Form 6-K  
January 28, 2004

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 January, 2004

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

LETTER TO: RNS

Notification of Change in Interest in Shares

We write in accordance with rule 9.12, under the continuing obligations section

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of the Listing Rules, to notify you that we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Franklin Resources, Inc. equals 48,400,695 shares, representing 6.0322% of the issued share capital of Pearson plc.

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

From: Stephen Jones (Deputy Secretary)

SCHEDULE  
PEARSON PLC  
Outstanding Shares 802,371,835

Registered Holder	No. of Shares	% of Class
Bank of New York	453,710	0.0565%
Chase Nominees Ltd	39,017,198	4.8627%
Citibank Nominees Ltd.	597,178	0.0744%
Euroclear	7,398	0.0009%
HSBC Bank PLC	61,540	0.0077%
Mellon Trust	2,346,725	0.2925%
Merrill Lynch	454,390	0.0566%
Northern Trust Company	780,947	0.0973%
Royal Trust Corp of Canada	1,433,876	0.1787%
State Street Nominees Limited	3,247,733	0.4048%
TOTAL	48,400,695	6.0322%

END

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 January, 2004

By: /s/ STEPHEN JONES

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Stephen Jones

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Deputy Secretary