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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

Fax to: RNS
Dated: 14 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 14 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 95,118,874 shares, now represents 11.831% 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: 10 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:

95,118,874

Name(s) of registered holders):

See Schedule B

As of 10 November 2005

	Number of Shares	Percent of Outstanding
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	95,118,874	11.831%
Holdings by CG Management Companies and Funds:		
* Capital Guardian Trust Company	38,263,153	4.759%
* Capital International Limited	15,906,898	1.978%

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* Capital International S.A.	3,519,129	0.438%
* Capital International Inc.	6,662,422	0.829%
* Capital Research and Management Company	30,767,272	3.827%

Schedule A

Schedule of holdings in Pearson plc
As of 10 November 2005

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	4,530,358
Bank of New York Nominees	1,566,603
Northern Trust	270,009
Chase Manhattan Bank Australia Limited	2,700
Chase Nominees Limited	17,124,552
BT Globenet Nominees Ltd.	626,035
Midland Bank plc	3,995,985
Cede & Co.	194,863
Deutsche Bank Mannheim	2,200
Bankers Trust	1,449,600
Barclays Bank	126,900
Citibank London	11,100
Royal Trust	19,400
Brown Bros.	77,993
Nortrust Nominees	5,296,182
Royal Bank of Scotland	89,100
MSS Nominees Limited	65,800
State Street Bank & Trust Co.	55,600
Citibank	13,600
RBSTB Nominees Ltd	2,200

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Citibank NA	45,500
Deutsche Bank AG	2,100
HSBC Bank PLC	3,800
Mellon Bank N.A.	143,600
ROY Nominees Limited	38,400
Mellon Nominees (UK) Limited	1,381,606
HSBC	45,300
JP Morgan Chase Bank	1,082,067
TOTAL	38,263,153

Schedule B

Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	306,562
Bank of New York Nominees	2,885,848
Northern Trust	1,684,438
Chase Nominees Limited	3,380,115
Midland Bank Plc	83,200
Bankers Trust	248,071
Barclays Bank	67,200
Citibank London	113,966
Morgan Guaranty	284,300
Nortrust Nominees	2,636,889
Royal Bank of Scotland	805,700
MSS Nominees Limited	91,200
State Street Bank & Trust Co	349,000
National Westminster Bank	120,300
Lloyds Bank	58,700
Citibank NA	23,500
Deutsche Bank AG	1,199,268
Chase Manhattan Nominee Ltd	48,300

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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	15,906,898

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	1,281,942
Credit Suisse London Branch	30,000
Midland Bank plc	363,400
Barclays Bank	167,118
Brown Bros.	50,900
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	356,980
HSBC	20,700
TOTAL	3,519,129

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Schedule B

Capital International Inc.

Registered Name	Local Shares
State Street Nominees Limited	2,072,057
Bank of New York Nominees	739,405
Northern Trust	22,700
Chase Nominees Limited	1,612,850
Midland Bank plc	174,600
Bankers Trust	37,900
Citibank London	71,600
Brown Bros.	94,100
Nortrust Nominees	432,957
Royal Bank of Scotland	66,300
State Street Bank & Trust Co.	568,296
Sumitomo Trust & Banking	24,900
Citibank	20,200
RBSTB Nominees Ltd	26,200
Citibank NA	295,257
State Street Australia Limited	32,600
HSBC Bank PLC	101,500
JP Morgan Chase Bank	269,200
TOTAL	6,662,422

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

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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: 14 November, 2005

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary