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PEARSON PLC  
Form 6-K  
April 12, 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 April 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 11 April 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals to 120,195,010 shares, now represents 14.96% of the issued ordinary share capital of Pearson plc.

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

From: Pearson plc

Letter to Pearson PLC  
Dated 7 April 2005

### 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 (803,524,574 shares outstanding)

Number of shares in which the Companies have an interest:  
120,195,010

Name(s) of registered holder(s):  
See Schedule B

As of 7 April 2005

	Number of Shares	Percent of Outstanding
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings	120,195,010	14.959%
Holdings by CG Management Companies and Funds:		
* Capital Guardian Trust Company	57,817,021	7.195%
* Capital International Limited	16,887,074	2.102%
* Capital International S.A.	5,455,149	0.679%
* Capital International Inc.	12,968,494	1.614%
* Capital Research and Management Company	27,067,272	3.369%

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## Schedule A

### Schedule of holdings in Pearson plc As of 7 April, 2005

#### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	7,668,053
Bank of New York Nominees	1,851,958
Northern Trust	286,709
Chase Manhattan Bank Australia Limited	1,500
Chase Nominees Limited	25,182,007
BT Globenet Nominees Ltd.	761,835
Midland Bank plc	6,544,075
Cede & Co.	135,163
Deutsche Bank Mannheim	2,200
Bankers Trust	2,263,700
Barclays Bank	427,800
Citibank London	11,100
Royal Trust	14,500
Brown Bros.	32,900
Nortrust Nominees	8,558,582
Royal Bank of Scotland	113,300
MSS Nominees Limited	51,200
State Street Bank & Trust Co.	67,000
Citibank	13,600
RBSTB Nominees Ltd	2,200
Citibank NA	45,500
Deutsche Bank AG	2,100
HSBC Bank PLC	13,600
Mellon Bank N.A.	187,900
ROY Nominees Limited	45,800

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Mellon Nominees (UK) Limited	1,903,904
HSBC	43,900
JP Morgan Chase Bank	1,584,935
TOTAL	57,817,021

### Schedule B

#### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	577,962
Bank of New York Nominees	4,024,619
Northern Trust	1,212,588
Chase Nominees Limited	2,842,315
Midland Bank Plc	78,200
Bankers Trust	283,071
Barclays Bank	67,200
Citibank London	136,166
Morgan Guaranty	284,300
Nortrust Nominees	3,068,146
Royal Bank of Scotland	850,600
MSS Nominees Limited	91,200
State Street Bank & Trust Co	411,100
National Westminster Bank	81,700
Lloyds Bank	53,600
Citibank NA	23,500
Deutsche Bank AG	1,319,836
HSBC Bank plc	1,051,630
Mellon Bank NA	43,316
KAS UK	61,425
Bank One London	199,600
Clydesdale Bank plc	99,500
JP Morgan Chase Bank	25,500

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TOTAL 16,887,074

Schedule B

Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	16,036
Bank of New York Nominees	27,700
Chase Nominees Limited	2,725,942
Credit Suisse London Branch	20,000
Midland Bank plc	744,500
Barclays Bank	329,718
Pictet & Cie, Geneva	10,900
Citibank London	21,200
Brown Bros.	117,000
Nortrust Nominees	11,300
Morgan Stanley	12,900
Royal Bank of Scotland	130,018
J.P. Morgan	577,883
State Street Bank & Trust Co.	45,600
National Westminster Bank	35,200
Lloyds Bank	44,300
RBSTB Nominees Ltd	60,100
Deutsche Bank AG	89,752
HSBC Bank plc	410,900
HSBC	24,200
TOTAL	5,455,149

Schedule B

Capital International Inc.

Registered Name	Local Shares
State Street Nominees Limited	4,302,457

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Bank of New York Nominees	1,258,836
Northern Trust	52,600
Chase Nominees Limited	2,991,850
Midland Bank plc	334,600
Bankers Trust	51,500
Citibank London	109,000
Brown Bros.	307,000
Nortrust Nominees	902,998
Royal Bank of Scotland	237,500
State Street Bank & Trust Co.	991,696
Sumitomo Trust & Banking	89,500
Citibank	28,800
RBSTB Nominees Ltd	52,000
Citibank NA	471,957
State Street Australia Limited	68,000
HSBC Bank PLC	196,600
JP Morgan Chase Bank	521,600
TOTAL	12,968,494

### Schedule B

#### Capital Research & Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	26,317,272
TOTAL	27,067,272

### Schedule B

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: 12 April 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary