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PEARSON PLC  
Form 6-K  
March 21, 2007

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 March 2007

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

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

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This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

TR-1: NOTIFICATION OF MAJOR INTERESTS IN SHARES

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(1). Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:

PEARSON PLC

2. Reason for the notification (please state Yes/No): ( )

An acquisition or disposal of voting rights: ( )

An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached: ( )

An event changing the breakdown of voting rights: ( )

Other (please specify) : REVISED DUE TO DTR RULES - SEE SECTION 13 ( X )

3. Full name of person(s) subject to the notification obligation:

FIDELITY INTERNATIONAL LIMITED (FIL)

4. Full name of shareholder(s) (if different from 3.):

SEE SCHEDULE BELOW

5. Date of the transaction and date on which the threshold is crossed or reached if different):

REVISED DUE TO DTR RULES

6. Date on which issuer notified:

20 MARCH 2007

7. Threshold(s) that is/are crossed or reached:

N/A

8. Notified details:

A: Voting rights attached to shares

| Class/type of shares<br>if possible using the<br>ISIN CODE | Situation previous to<br>the Triggering<br>transaction | Number of shares | Number of voting Rights |
|------------------------------------------------------------|--------------------------------------------------------|------------------|-------------------------|
|------------------------------------------------------------|--------------------------------------------------------|------------------|-------------------------|

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ISIN 22,144,586 22,144,586  
GB0006776081

Resulting situation after the triggering transaction

| Class/type of shares if possible using the ISIN CODE | Number of shares |  | Number of voting rights |            | % of voting rights |          |
|------------------------------------------------------|------------------|--|-------------------------|------------|--------------------|----------|
|                                                      | Direct           |  | Direct                  | Indirect   | Direct             | Indirect |
|                                                      |                  |  |                         | 22,144,586 |                    | 2.75%    |

B: Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration Date | Exercise/Conversion Period/ Date | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|-----------------|----------------------------------|-----------------------------------------------------------------------------------------|--------------------|
|------------------------------|-----------------|----------------------------------|-----------------------------------------------------------------------------------------|--------------------|

|                         |                    |
|-------------------------|--------------------|
| Total (A+B)             |                    |
| Number of voting rights | % of voting rights |
| 22,144,586              | 2.75%              |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

SEE SCHEDULE BELOW

Proxy Voting:

10. Name of the proxy holder:

FIDELITY INTERNATIONAL LIMITED (FIL)

11. Number of voting rights proxy holder will cease to hold:

N/A

12. Date on which proxy holder will cease to hold voting rights:

N/A

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13. Additional information:

AS DISCUSSED WITH THE FSA, PRIOR TO THE IMPLEMENTATION OF THE EU TRANSPARENCY DIRECTIVE, WE AGGREGATED THE INTERESTS IN SHARES OF FMR CORP (FMR) AND FIDELITY INTERNATIONAL LIMITED (FIL) TOGETHER FOR THE PURPOSES OF SHAREHOLDER REPORTING. ACCORDING TO THE NEW DTR RULES WE ARE NOW REPORTING THE INDIRECT HOLDINGS OF FMR AND FIL SEPARATELY. A SEPARATE NOTIFICATION IS BEING SUBMITTED FOR FMR CORP. PLEASE NOTE THESE HOLDINGS ARE CORRECT AS OF CLOSE OF BUSINESS 16 MARCH 2007.

14. Contact name:

TERESA GARRY

15. Contact telephone number:

fil-regulatoryreporting@uk.fid-intl.com

|                               |             |
|-------------------------------|-------------|
| ISSUER NAME:                  | PEARSON PLC |
| CURRENT OWNERSHIP PERCENTAGE: | 2.75%       |
| TOTAL SHARES HELD:            | 22,144,586  |
| ISSUED SHARE CAPITAL:         | 806.548,064 |

|                                                      | SHARES HELD | NOMINEE                       |
|------------------------------------------------------|-------------|-------------------------------|
| FIDELITY INTERNATIONAL LIMITED (FIL) IS THE PARENT   | 20,700      | STATE STREET HONG KONG        |
| HOLDING COMPANY FOR VARIOUS DIRECT AND INDIRECT      | 100,600     | STATE STR BK AND TR CO LNDN(S |
| SUBSIDIARIES, INCLUDING FIDELITY FUND MANAGEMENT     | 35,300      | STATE STR BK AND TR CO LNDN(S |
| LIMITED (FFML), FIDELITY INVESTMENT SERVICES LTD     | 736,600     | NORTHERN TRUST LONDON         |
| (FISL), FIDELITY GESTION (FIGEST), FIDELITY          | 129,600     | NORTHERN TRUST LONDON         |
| INVESTMENTS ADVISORY (KOREA) LIMITED (FIAKL) .       | 13,900      | NORDDEUTSCHE LANDERSBANK      |
| FIDELITY INVESTMENT MANAGEMENT (HONG KONG)           | 548,700     | MELLON BANK                   |
| LIMITED (FIMHK), FIDELITY PENSION MANAGEMENT         | 212,900     | JPMORGAN BOURNEMOUTH          |
| (FPM), FIDELITY INVESTMENTS JAPAN (FIJ) AND FIDELITY | 887,700     | JP MORGAN, BOURNEMOUTH        |
| INVESTMENTS INTERNATIONAL (FII), INVESTMENT MANAGERS | 7,065,857   | JP MORGAN, BOURNEMOUTH        |
| FOR VARIOUS NON-US INVESTMENT COMPANIES AND          | 1,457,488   | JP MORGAN, BOURNEMOUTH        |
| INSTITUTIONAL CLIENTS                                | 523,528     | JP MORGAN, BOURNEMOUTH        |
|                                                      | 9,200       | DEXIA PRIVATBANK              |
|                                                      | 17,600      | CHASE MANHTTN BK AG FRNKRT(S  |
|                                                      | 10,189,213  | BROWN BROS HARRIMN LTD LUX    |
|                                                      | 195,700     | BANK OF NEW YOK BRUSSELS      |

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Annex Notification Of Major Interests In Shares

A: Identity of the person or legal entity subject to the notification obligation

Full name (including legal form for legal entities):

Contact address (registered office for legal entities):

Phone number:

Other useful information (at least legal representative for legal persons):

B: Identity of the notifier, if applicable

Full name:

Contact address:

Phone number:

Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation):

C: Additional information :

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: 21 March 2007

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By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary