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PEARSON PLC  
Form 6-K  
August 24, 2006

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 August 2006

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

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 on 23 August 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Barclays PLC, which equals 28,245,740 shares, now represents 3.51% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached to this announcement

### LEGAL ENTITY REPORT

PEARSON

SEDOL: 0263494

As at 18 August 2006 Barclays PLC, through the legal entities listed below, had a notifiable interest in 28,245,740 ORD GBP0.25 representing 3.51% of the issued share capital of 805,542,651 units.

Legal Entity	Holding	Percentage Held
Barclays Bank Trust Company Ltd	37,201	0.0046
Barclays Capital Securities Ltd	8,460,297	1.0516
Barclays Life Assurance Co Ltd	1,073,619	0.1334
Barclays Capital Inc	538,459	0.0669
Barclays Private Bank Ltd	22,104	0.0027
Barclays Global Investors Japan Trust & Banking	902,271	0.1122
Barclays Global Fund Advisors	2,655,984	0.3301
Barclays Global Investors, N.A.	5,628,480	0.6996
Barclays Private Bank and Trust Ltd	2,000	0.0002
Barclays Global Investors Ltd	6,706,217	0.8336
Gerrard Ltd	1,969,577	0.2448
Barclays Global Investors Canada Ltd	57,296	0.0071
Barclays Global Investors Japan Ltd	86,989	0.0108
Barclays Global Investors Australia Ltd	71,338	0.0089
Barclays Private Bank and Trust Ltd	33,908	0.0042
Group Holding	28,245,740	3.5107

As at 18 August 2006 Barclays PLC, through the registered holders listed below, had a notifiable interest in 28,245,740 ORD GBP0.025 representing 3.51% of the issued share capital of 805,542,651 units.

Registered Holder	Account Destination	Holding
BANK OF NEW YORK		56,892
BARCLAYS CAPITAL NOMINEES LIMITED		289,747
BARCLAYS CAPITAL NOMINEES LIMITED		7,565,495
BARCLAYS CAPITAL NOMINEES LIMITED		594,583
Barclays Capital Securities Ltd.		248,712
Barclays Capital Securities Ltd.		300,219
Barclays Global Investors Canada		57,296
Barclays Trust Co & Others		485
Barclays Trust Co DMC69	C 000000000000000000	19,808
Barclays Trust Co E99	C 000000000000000000	255
Barclays Trust Co R69	C 000000000000000000	16,653
CHASE NOMINEES LTD	16376	389,562
CHASE NOMINEES LTD	28270	266,201
Clydesdale Nominees	HGB0125 69326901	4,000
Clydesdale Nominees	HGB0125 69447801	19,000

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Clydesdale Nominees	HGB0125	120142001	10,000
Clydesdale Nominees	HGB0225	120146302	908
Gerrard Nominees Limited		602698	445
Gerrard Nominees Limited		617906	1,590
Gerrard Nominees Limited		633484	445
Gerrard Nominees Limited		635360	1,000
Gerrard Nominees Limited		637739	584
Gerrard Nominees Limited		643975	2,000
Gerrard Nominees Limited		654151	1,800
Gerrard Nominees Limited		660574	300
Gerrard Nominees Limited		768557	1,975
Greig Middleton Nominees Limited (GM1)			67,784
INVESTORS BANK AND TRUST CO.			2,131,500
INVESTORS BANK AND TRUST CO,			201,690
INVESTORS BANK AND TRUST CO,			54,880
INVESTORS BANK AND TRUST CO.			22,945
INVESTORS BANK AND TRUST CO.			136,434
INVESTORS BANK AND TRUST CO.			244,969
INVESTORS BANK AND TRUST CO.			3,879,543
INVESTORS BANK AND TRUST CO.			821,923
INVESTORS BANK AND TRUST CO.			74,323
INVESTORS BANK AND TRUST CO.			67,778
INVESTORS BANK AND TRUST CO.			100,670
INVESTORS BANK AND TRUST CO.			12,687
INVESTORS BANK AND TRUST CO.			5,816
JP MORGAN (BGI CUSTODY)	16331		209,855
JP MORGAN (BGI CUSTODY)	16338		47,611
JP MORGAN (BGI CUSTODY)	16341		435,500
JP MORGAN (BGI CUSTODY)	16342		100,640
JP MORGAN (BGI CUSTODY)	16400		6,282,286
JP MORGAN (BGI CUSTODY)	17011		13,812
JP MORGAN (BGI CUSTODY)	18408		34,369
JPMORGAN CHASE BANK			22,646
JPMorgan Chase Bank			434,633
JPMORGAN CHASE BANK			6,547
JPMorgan Chase Bank			49,043
JPMorgan Chase Bank			71,338
JPMorgan Chase Bank			107,846
JPMorgan Chase Bank			80,839
JPMorgan Chase Bank			39,715
JPMorgan Chase Bank			7,566
JPMorgan Chase Bank			116,567
JPMorgan Chase Bank			8,574
JPMorgan Chase Bank			26,168
JPMorgan Chase Bank			7,651
JPMorgan Chase Bank			85,827
Mellon Trust - US CUSTODIAN /			31,639
Mitsui Asset			13,048
R C Greig Nominees Limited			1,028,952
R C Greig Nominees Limited a/c AK1			457,681
R C Greig Nominees Limited a/c BL1			111,077
R C Greig Nominees Limited a/c CM1			64,798
R C Greig Nominees Limited GP1			148,948
R C Greig Nominees Limited GP1	234092		750
R C Greig Nominees Limited SAL			79,448
Reflex Nominees Limited			2,000
STATE STREET BANK AND TRUST CO			675
STATE STREET BOSTON			413,932
Trust & Custody Services Bank			8,127
Trust & Custody Services Bank			631
ZEBAN NOMINEES LIMITED			22,104

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Total 28,245,740

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: 24 August 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary