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PEARSON PLC  
Form 6-K  
September 05, 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 September, 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

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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 4 September 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Barclays PLC, which equals 34,344,083 shares, now represents 4.27% 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 29 August 2006 Barclays PLC, through the legal entities listed below, had a notifiable interest in 34,344,083 ORD GBP0.25 representing 4.27% of the issued share capital of 804,517,585 units.

Legal Entity	Holding	Percentage
Gerrard Ltd	1,965,505	0.2443
Barclays Bank Trust Company Ltd	37,201	0.0046
Barclays Global Investors Japan Trust & Banking	905,122	0.1125
Barclays Life Assurance Co Ltd	1,073,619	0.1334
Barclays Global Investors Canada Ltd	57,296	0.0071
Barclays Global Investors Australia Ltd	71,338	0.0089
Barclays Private Bank and Trust Ltd	2,000	0.0002
Barclays Global Investors, N.A.	5,628,480	0.6996
Barclays Private Bank Ltd	22,104	0.0027
Barclays Capital Securities Ltd	14,495,101	1.8017
Barclays Global Investors Japan Ltd	82,900	0.0103
Barclays Capital Inc	597,142	0.0742
Barclays Private Bank and Trust Ltd	33,908	0.0042
Barclays Global Investors Ltd	6,706,217	0.8336
Barclays Global Fund Advisors	2,666,150	0.3314
Group Holding	34,344,083	4.2687

As at 29 August 2006 Barclays PLC, through the registered holders listed below, had a notifiable interest in 34,344,083 ORD GBP0.25 representing 4.27% of the issued share capital of 804,517,585 units.

Registered Holder	Account Destination	Holding
BANK OF NEW YORK		56,892
BARCLAYS CAPITAL NOMINEES LIMITED		416,530
BARCLAYS CAPITAL NOMINEES LIMITED		521,452
BARCLAYS CAPITAL NOMINEES LIMITED		13,791,530
Barclays Capital Securities Ltd.		180,612
Barclays Capital Securities Ltd.		182,119
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

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CHASE NOMINEES LTD	28270	266,201
Clydesdale Nominees HGB0125	69326901	4,000
Clydesdale Nominees HGB0125	69447801	19,000
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	635860	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.		3,824,338
INVESTORS BANK AND TRUST CO,		821,923
INVESTORS BANK AND TRUST CO,		67,778
INVESTORS BANK AND TRUST CO.		136,434
INVESTORS BANK AND TRUST CO.		206,172
INVESTORS BANK AND TRUST CO.		6,950
INVESTORS BANK AND TRUST CO.		244,969
INVESTORS BANK AND TRUST CO.		2,137,184
INVESTORS BANK AND TRUST CO.		5,816
INVESTORS BANK AND TRUST CO.		22,945
INVESTORS BANK AND TRUST CO.		100,670
INVESTORS BANK AND TRUST CO.		48,255
INVESTORS BANK AND TRUST CO.		12,687
INVESTORS BANK AND TRUST CO.		74,323
INVESTORS BANK AND TRUST CO.		54,880
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		71,338
JPMorgan Chase Bank		40,355
JPMORGAN Chase Bank		436,844
JPMorgan Chase Bank		116,567
JPMorgan Chase Bank		107,846
JPMorgan Chase Bank		26,168
JPMorgan Chase Bank		6,547
JPMorgan Chase Bank		7,651
JPMorgan Chase Bank		85,827
JPMorgan Chase Bank		22,646
JPMorgan Chase Bank		80,839
JPMorgan Chase Bank		7,566
JPMorgan Chase Bank		49,043
JPMorgan Chase Bank		4,485
Mellon Trust - US CUSTODIAN /		31,639
Mitsui Asset		13,048
R C Greig Nominees Limited		1,028,399
R C Greig Nominees Limited a/c AK1		456,681
R C Greig Nominees Limited a/c BL1		110,772
R C Greig Nominees Limited a/c CM1		64,798
R C Greig Nominees Limited GP1		147,113
R C Greig Nominees Limited GP1	234092	750
R C Greig Nominees Limited SA1		79,069
Reflex Nominees Limited		2,000
STATE STREET BANK AND TRUST CO		675

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STATE STREET BOSTON	413,932
Trust & Custody Services Bank	8,127
Trust & Custody Services Bank	631
ZEBAN NOMINEES LIMITED	22,104
Total	34,344,083

### 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: 4 September, 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary