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PEARSON PLC  
Form 6-K  
June 15, 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 June, 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 15 June 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Barclays PLC, which equals 24,894,291 shares, now represents 3.09% of the issued ordinary share capital of Pearson plc.

### LEGAL ENTITY REPORT

PEARSON

SEDOL : 0677608

As at 12 June 2006 Barclays PLC, through the legal entities listed below, had a notifiable interest in 24,894,291 ORD GBP0.25, representing 3.09% of the issued share capital of 804,512,879 units

| Legal Entity  | Holding    | Percentage<br>Held |
|---|------------|--------------------|
| Barclays Global Fund Advisors                       | 2,532,091  | .3147              |
| Barclays Global Investors Australia Ltd             | 71,723     | -0089              |
| Barclays Global Investors Canada Ltd                | 50,847     | .0063              |
| Barclays Global Investors Japan Trust & Gerrard Ltd | 903,016    | .1122              |
| Barclays Global Investors Ltd                       | 2,016,554  | .2507              |
| Barclays Capital Securities Ltd                     | 7,513,887  | .9340              |
| Barclays Life Assurance Co Ltd                      | 3,316,938  | .4123              |
| Barclays Global Investors Japan Ltd                 | 1,067,601  | .1327              |
| Barclays Global Investors, N.A.                     | 80,311     | .0100              |
| Barclays Bank Trust Company Ltd                     | 5,897,439  | .7330              |
| Barclays Private Bank and Trust Ltd                 | 39,932     | .0050              |
| Barclays Capital Inc                                | 36,891     | .0046              |
| Barclays Private Bank and Trust Ltd                 | 1,359,947  | .1690              |
| Barclays Private Bank Ltd                           | 2,000      | .0002              |
| Group Holding                                       | 5,114      | .0006              |
|   | 24,894,291 | 3.0942             |

### REGISTERED HOLDERS REPORT

PEARSON

SEDOL: 0677608

As at 12 June 2006 Barclays PLC, through the registered holders listed below, had a notifiable interest in 24,894,291 ORD GBP0.25 representing 3.09% of the issued share capital of 804,512,879 units.

| Registered Holder                                  | Account Destination | Holding   |
|--|---------------------|-----------|
| BANK OF NEW YORK                                   |                     | 56,187    |
| BARCLAYS CAPITAL NOMINEES LIMITED                  |                     | 1,482,079 |
| BARCLAYS CAPITAL NOMINEES LIMITED                  |                     | 743,752   |
| BARCLAYS CAPITAL NOMINEES LIMITED                  |                     | 242,247   |
| Barclays Capital Securities Ltd.                   |                     | 1,117,700 |
| Barclays Capital Securities Ltd.                   |                     | 1,091,107 |
| Barclays Global Investors Canada                   |                     | 50,847    |
| Barclays Trust Co & Others                         |                     | 485       |
| BARCLAYS TRUST CO AS EXEC/ADM C 000000000000000000 |                     | 2,672     |
| Barclays Trust Co DMC69 C 000000000000000000       |                     | 19,808    |
| Barclays Trust Co E99 C 000000000000000000         |                     | 84        |
| Barclays Trust Co R69 C 000000000000000000         |                     | 16,883    |

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|                          |         |             |         |
|--------------------------|---------|-------------|---------|
| CHASE NOMINEES LTD       |         | 16376       | 389,562 |
| CHASE NOMINEES LTD       |         | 28270       | 256,206 |
| Clydesdale Nominees      | HGB0125 | 00049699401 | 1,833   |
| Clydesdale Nominees      | HGB0125 | 00069326901 | 4,000   |
| Clydesdale Nominees      | HGB0125 | 00069447801 | 19,000  |
| Clydesdale Nominees      | HGB012S | 00070331001 | 1,150   |
| Clydesdale Nominees      | HGB0125 | 00120142001 | 10,000  |
| Clydesdale Nominees      | HGB0225 | 00120146302 | 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   |

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| Registered Holder                      | Account Destination | Holding   |
|--|---------------------|-----------|
| Gerrard Nominees Limited               | 654151              | 1,800     |
| Gerrard Nominees Limited               | 660574              | 300       |
| Greig Mlddleton Nominees Limited (GM1) |                     | 68,111    |
| INVESTORS BANK AND TRUST CO.           |                     | 100,670   |
| INVESTORS BANK AND TRUST CO,           |                     | 12,687    |
| INVESTORS BANK AND TRUST CO,           |                     | 4,113,729 |
| INVESTORS BANK AND TRUST CO.           |                     | 5,816     |
| INVESTORS BANK AND TRUST CO.           |                     | 246,036   |
| INVESTORS BANK AND TRUST CO.           |                     | 22,945    |
| INVESTORS BANK AND TRUST CO.           |                     | 2,080,344 |
| INVESTORS BANK AND TRUST CO.           |                     | 182,766   |
| INVESTORS BANK AND TRUST CO.           |                     | 824,592   |
| INVESTORS BANK AND TRUST CO.           |                     | 26,393    |
| INVESTORS BANK AND TRUST CO.           |                     | 51,450    |
| INVESTORS BANK AND TRUST CO.           |                     | 75,096    |
| INVESTORS BANK AND TRUST CO.           |                     | 134,905   |
| JP MORGAN (BGI CUSTODY)                | 16331               | 209,855   |
| JP MORGAN (BGI CUSTODY)                | 16338               | 47,611    |
| JP MORGAN (BGI CUSTODY)                | 16341               | 439,477   |
| JP MORGAN (BGI CUSTODY)                | 16342               | 100,640   |
| JP MORGAN (BGI CUSTODY)                | 16400               | 7,087,757 |
| JP MORGAN (BGI CUSTODY)                | 17011               | 13,812    |
| JP MORGAN (BGI CUSTODY)                | 18408               | 36,568    |
| JPMORGAN CHASE BANK                    |                     | 26,168    |
| JPMorgan Chase Bank                    |                     | 85,827    |
| JPMORGAN CHASE BANK                    |                     | 71,723    |

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| Registered Holder   | Account Destination | Holding |
|---------------------|---------------------|---------|
| JPMorgan Chase Bank |                     | 2,591   |
| JPMorgan Chase Bank |                     | 8,199   |

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|                                    |            |
|------------------------------------|------------|
| JPMorgan Chase Bank                | 7,651      |
| JPMorgan Chase Bank                | 48,365     |
| JPMorgan Chase Bank                | 22,646     |
| JPMorgan Chase Bank                | 82,935     |
| JPMorgan Chase Bank                | 115,216    |
| JPMorgan Chase Bank                | 6,547      |
| JPMorgan Chase Bank                | 107,846    |
| JPMorgan Chase Bank                | 39,715     |
| JPMorgan Chase Bank                | 434,633    |
| Mellon Trust - US CUSTODIAN /      | 55,139     |
| Mitsui Asset                       | 13,048     |
| R C Greig Nominees Limited         | 1,060,332  |
| R C Greig Nominees Limited a/c AK1 | 465,441    |
| R C Greig Nominees Limited a/c BL1 | 115,763    |
| R C Greig Nominees Limited a/c CM1 | 66,413     |
| R C Greig Nominees Limited GP1     | 150,405    |
| R C Greig Nominees Limited GP1     | 234092 750 |
| R C Greig Nominees Limited SA1     | 81,175     |
| Reflex Nominees Limited            | 2,000      |
| STATE STREET BANK AND TRUST CO     | 675        |
| STATE STREET BOSTON                | 413,932    |
| Trust Si Custody Services Bank     | 7,477      |
| Trust & Custody Services Bank      | 631        |
| ZEBAN NOMINEES LIMITED             | 5,114      |

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| Registered Holder | Account Destination | Holding          |
|-------------------|---------------------|------------------|
|                   |                     | Total 24,894,291 |

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: 15 June, 2006

By: /s/ STEPHEN JONES

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 Stephen Jones  
 Deputy Secretary