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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<br>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