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PEARSON PLC  
Form 6-K  
March 24, 2003

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, 2003

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

Letter to RNS

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 we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 100,372,299 shares, now represents 12.52% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedules attached to this fax.

From: Stephen Jones (Deputy Company Secretary)

Letter to Pearson plc  
Dated 20 March 2003

### SECTION 198 NOTIFICATION Notification of Increase

This Notice is given by The Capital Group Companies, Inc, on behalf of its affiliates, including Capital Research and Management Company, Capital International, Inc., Capital International S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (801,645,307 shares outstanding)

Number of shares in which the Companies have an interest:

100,372,299

Name(s) of registered holder(s):

See Schedule B

As of 20 March 2003

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc. ("CG") holdings	100,372,299	12.521%
Holdings by CG Management Companies and Funds;		
- Capital Guardian Trust Company	64,653,851	8.065%
- Capital International Limited	11,800,544	1.472%
- Capital International S.A.	5,798,605	0.723%
- Capital International, Inc.	9,332,027	1.164%
- Capital Research and Management Company	8,787,272	1.096%

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## Schedule A

Schedule of holdings in Pearson plc  
As of 20 March 2003

### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	9,857,271
Bank of New York Nominees	1,537,933
Chase Nominees Limited	26,095,059
BT Globenet Nominees Ltd	606,035
Midland Bank plc	12,311,900
Cede & Co.	99,500
Deutsche Bank Mannheim	1,100
Bankers Trust	2,833,800
Barclays Bank	1,290,300
Citibank London	1,032,786
Nortrust Nominees	7,648,963
Royal Bank of Scotland	29,600
MSS Nominees Limited	113,400
State Street Bank & Trust Co.	75,400
Citibank NA	45,500
Deutsche Bank AG	2,100
HSBC Bank plc	15,000
ROY Nominees Limited	45,400
Mellon Nominees (UK) Limited	1,012,804
TOTAL	64,653,851

## Schedule B

### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	369,062
Bank of New York Nominees	3,287,929

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Northern Trust	419,835
Chase Nominees Limited	2,422,130
Midland Bank plc	74,500
Bankers Trust	1,220,958
Barclays Bank	55,100
Citibank London	21,300
Morgan Guaranty	200,559
Nortrust Nominees	1,808,964
Royal Bank of Scotland	8,100
MSS Nominees Limited	91,200
State Street Bank & Trust Co.	247,500
Lloyds Bank	37,100
Citibank NA	23,500
Deutsche Bank AG	680,036
HSBC Bank plc	526,930
Mellon Bank N.A.	48,316
KAS UK	37,125
Bank One London	146,300
Clydesdale Bank plc	74,100
	TOTAL
	11,800,544

Schedule B

Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	10,636
Bank of New York Nominees	93,327
Chase Nominees Limited	2,087,737
Credit Suisse London Branch	20,000
Midland Bank plc	560,000
Barclays Bank	712,418
Citibank London	27,000

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Brown Bros.	73,900
Nortrust Nominees	11,300
Morgan Stanley	12,900
Royal Bank of Scotland	1,062,118
MSS Nominees Limited	17,800
J.P. Morgan	475,600
State Street Bank & Trust Co.	72,600
National Westminster Bank	76,600
Lloyds Bank	85,800
Vidacos Nominees Ltd.	44,090
RBSTB Nominees Ltd.	31,027
Citibank NA	12,000
Deutsche Bank AG	138,752
HSBC Bank plc	173,000
TOTAL	5,798,605

Schedule B

Capital International, Inc

Registered Name	Local Shares
State Street Nominees Limited	2,990,819
Bank of New York Nominees	1,094,490
Chase Nominees Limited	2,495,740
Midland Bank plc	192,800
Deutsche Bank Mannheim	33,600
Bankers Trust	51,500
Citibank London	175,100
Nortrust Nominees	819,698
Royal Bank of Scotland	135,200
State Street Bank & Trust Co.	896,796
Citibank	33,700
RBSTB Nominees Ltd.	39,900
Citibank NA	237,657

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Deutsche Bank AG	93,000
Chase Manhattan Nominee Ltd.	15,227
HSBC Bank plc	26,800
TOTAL	9,332,027

Schedule B

Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	500,000
Chase Nominees Limited	8,287,272
TOTAL	8,787,272

Schedule B

This information is provided by RNS  
The company news service from the London Stock Exchange

END

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 March, 2003

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary