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PEARSON PLC  
Form 6-K  
February 17, 2005

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 February, 2005

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

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TO: RNS

Notification of change in interest in shares

We write in accordance with rule 9.12, under the Continuing Obligations section of the List Rules, to notify you that on 16 February 2005 we received notification that, pursuant to section 198 of the Companies Act 1985, the shareholding of Franklin Resources, Inc., and its affiliates which equates to 80,405,466 shares, now represents 10.0073% 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: Michaela Henderson  
Assistant Company Secretary  
PEARSON PLC

## SCHEDULE

### PEARSON PLC

Outstanding Shares 803,465,794

| Registered Holder             | No. of Shares | % of Class |
|-------------------------------|---------------|------------|
| Bank of New York, London      | 4,162,158     | 0.5180%    |
| Citibank Nominees Ltd.        | 786,364       | 0.0979%    |
| Clydesdale Bank Plc           | 862,210       | 0.1073%    |
| Euroclear Bank SA             | 38,254        | 0.0048%    |
| HSBC Bank PLC                 | 976,067       | 0.1215%    |
| JP Morgan/Chase Bank          | 59,240,580    | 7.3731%    |
| Mellon Trust                  | 2,947,688     | 0.3669%    |
| Merrill Lynch                 | 809,752       | 0.1008%    |
| Northern Trust Company        | 1,742,415     | 0.2169%    |
| Royal Trust Corp of Canada    | 2,650,791     | 0.3299%    |
| State Street Nominees Limited | 6,189,187     | 0.7703%    |
| TOTAL                         | 80,405,466    | 10.0073%   |

## 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.

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PEARSON plc

Date: 17 February, 2005

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary