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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 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