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PEARSON PLC  
Form 6-K  
June 22, 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

LETTER TO: RNS  
DATED: 22 JUNE 2006

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Notification of Change in Interest in Shares

We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 22 June 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Barclays PLC has been reduced and now represents less than 3% of the issued ordinary share capital of Pearson plc.

I attach correspondence from them to this effect.

LETTER FROM: PEARSON PLC

LETTER TO: PEARSON PLC  
DATED: 20 JUNE 2006

Companies Act 1985 ("The Act") - Part VI

I refer to our previous correspondence and now inform you that as 14 June 2006 Barclays PLC has a notifiable interest of 2.88% in the capital of your Company.

According to our records your Company's Issued Share Capital is 804,517,644.

LETTER FROM: BARCLAYS PLC

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: 22 June 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary