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PEARSON PLC
Form 6-K
December 27, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 December, 2004

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

This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

Letter to: RNS dated 23 December 2004

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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 List Rules, to notify you that on 23 December 2004 we received notification that, pursuant to section 198 of the Companies Act 1985, the shareholding of Franklin Resources, Inc., which equates to 72,431,943 shares, now represents 9.0174% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedules attached (below):

Letter from: Pearson Plc

SCHEDULE

PEARSON PLC

| | Outstanding Shares | 803,250,100 |
|-------------------------------|--------------------|-------------|
| Registered Holder | No. of Shares | % of Class |
| Bank of New York, London | 1,225,105 | 0.1525% |
| BONY Europe | 13,403 | 0.0017% |
| Citibank Nominees Ltd. | 786,364 | 0.0979% |
| Clydesdale Bank Plc | 862,210 | 0.1073% |
| Euroclear Bank SA | 38,254 | 0.0048% |
| HSBC Bank PLC | 853,827 | 0.1063% |
| JP Morgan/Chase Bank | 54,890,391 | 6.8335% |
| Mellon Trust | 2,789,744 | 0.3473% |
| Merrill Lynch | 809,752 | 0.1008% |
| Northern Trust Company | 1,634,358 | 0.2035% |
| Royal Trust Corp of Canada | 2,411,411 | 0.3002% |
| State Street Nominees Limited | 6,117,124 | 0.7615% |
| TOTAL | 72,431,943 | 9.0174% |

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

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undersigned, thereunto duly authorized.

PEARSON plc

Date: 23 December 2004

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary