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PEARSON PLC  
Form 6-K  
September 28, 2004

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 September, 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

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This Report includes the following documents:

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

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 27 September 2004 we received

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notification that pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equates to 120,830,132 shares, now represents 15.04% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule below.

From: Pearson plc

Letter to Pearson PLC  
Dated 24 September 2004

Section 198 Notification - AMENDED

Company Secretary:

Enclosed is an amended Section 198 Notification dated 23 September 2004.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 198 previously. For a description of our organization, please visit our Web site at [www.capgroup.com](http://www.capgroup.com).

For the purposes of this Notification an outstanding share balance of 803,227,761 shares, per your email, was used to calculate the percentages of holdings of the relevant share capital which determine the notifiable interest.

From The Capital Group companies, Inc.

Letter to Pearson plc  
Dated 23 September 2004

### 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 S.A., Capital International, Inc., 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 (803,227,761 shares outstanding)

Number of shares in which the Companies have an interest:

120,830,132

Name(s) of registered holder(s):

See Schedule B

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As of 23 September 2004

Pearson plc	Number of Shares	Percent of Outstanding
The Capital Group Companies Inc. ("CG") holdings	120,830,132	15.043%
Holdings by CG Management Companies and Funds:		
* Capital Guardian Trust Company	63,189,640	7.867%
* Capital International Limited	15,301,377	1.905%
* Capital International S.A.	5,998,586	0.747%
* Capital International Inc.	11,573,257	1.441%
* Capital Research and Management Company	24,767,272	3.083%

### Schedule A

Schedule of holdings in Pearson plc  
As of 23 September 2004

#### Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	9,439,753
Bank of New York Nominees	1,866,158
Northern Trust	78,109
Chase Nominees Limited	27,701,161
BT Globenet Nominees Ltd.	696,235
Midland Bank plc	8,280,975
Cede & Co.	125,663
Deutsche Bank Mannheim	2,200

### Schedule B

Bankers Trust	2,528,000
Barclays Bank	427,800
Citibank London	12,500
Nortrust Nominees	9,516,982

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Royal Bank of Scotland	113,300
MSS Nominees Limited	54,200
State Street Bank & Trust Co.	84,000
RBSTB Nominees Ltd	2,200
Citibank NA	45,500

### Schedule B

Deutsche Bank AG	2,100
HSBC Bank PLC	13,600
Mellon Bank N.A.	187,900
ROY Nominees Limited	52,900
Mellon Nominees (UK) Limited	1,909,904
HSBC	43,900
JP Morgan Chase Bank	4,600
TOTAL	63,189,640

### Schedule B

#### Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	531,062
Bank of New York Nominees	4,167,812
Northern Trust	779,244
Chase Nominees Limited	2,404,535
Midland Bank Plc	78,200
Bankers Trust	285,071
Barclays Bank	67,200
Citibank London	52,300

### Schedule B

Morgan Guaranty	277,200
Nortrust Nominees	2,719,946
Royal Bank of Scotland	845,000

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MSS Nominees Limited	109,000
State Street Bank & Trust Co	372,900
National Westminster Bank	63,900
Lloyds Bank	53,600
Citibank NA	23,500
Deutsche Bank AG	1,255,036

### Schedule B

HSBC Bank plc	888,130
Mellon Bank NA	11,016
KAS UK	37,125
Bank One London	182,300
Clydesdale Bank plc	82,500
JP Morgan Chase Bank	14,800
TOTAL	15,301,377

### Schedule B

#### Capital International S.A.

Registered Name	Local Shares
State Street Nominees Limited	16,036
Bank of New York Nominees	27,700
Chase Nominees Limited	3,058,742
Credit Suisse London Branch	20,000
Midland Bank plc	652,000
Barclays Bank	758,518
Pictet & Cle, Geneva	10,900
Citibank London	21,200

### Schedule B

Brown Bros.	73,900
Nortrust Nominees	11,300
Morgan Stanley	12,900
Royal Bank of Scotland	130,018

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J.P. Morgan	577,883
State Street Bank & Trust Co.	99,400
National Westminster Bank	35,200
Lloyds Bank	44,300
RBSTB Nominees Ltd	84,300

### Schedule B

Deutsche Bank AG	72,352
HSBC Bank plc	275,537
HSBC	16,400
TOTAL	5,998,586

### Schedule B

#### Capital International Inc.

Registered Name	Local Shares
State Street Nominees Limited	3,802,857
Bank of New York Nominees	1,181,099
Northern Trust	52,600
Chase Nominees Limited	2,861,350
Midland Bank plc	255,400
Bankers Trust	51,500
Citibank London	138,000
Brown Bros.	122,800

### Schedule B

Nortrust Nominees	905,398
Royal Bank of Scotland	193,700
State Street Bank & Trust Co.	945,496
Citibank	36,100
RBSTB Nominees Ltd	38,500
Citibank NA	358,657

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HSBC Bank PLC	185,200
JP Morgan Chase Bank	444,600
TOTAL	11,573,257

Schedule B

Capital Research & Management Company

Registered Name	Local Shares
State Street Nominees Limited	750,000
Chase Nominees Limited	24,017,272
TOTAL	24,767,272

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: 28 September, 2004

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary