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PEARSON PLC  
Form 6-K  
June 24, 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 June 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

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

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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

We write in accordance with rule 9.12. under the continuing obligations section

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of the Listing Rules, to notify you that we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 113,199,218 shares, now represents 14.10% of the issued ordinary share capital of Pearson plc.

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

Letter to Pearson PLC

### SECTION 198 NOTIFICATION Notification of Decrease

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 (802,604,934 shares outstanding)

Number of shares in which the Companies have an interest:

113,199,218

Name(s) of registered holder(s):

See Schedule B

As of 21 June 2004

	Number of Shares	Percent of Outstanding
Pearson plc		
The Capital Group Companies Inc. ("CG") holdings Holdings by CG Management Companies and Funds:	113,199,218	14.104%
* Capital Guardian Trust company	62,835,063	7.829%
* Capital international Limited	15,006,280	1.870%
* Capital International S.A.	6,020,073	0.750%
* Capital International Inc.	10,897,457	1.358%
* Capital Research and Management Company	18,441,345	2.298%

### Schedule A

Schedule of holdings in Pearson plc  
As of 21 June 2004  
Capital Guardian Trust Company

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Registered Name	Local Shares
State Street Nominees Limited	9,294,353
Bank of New York Nominees	1,700,658
Chase Nominees Limited	27,365,161
BT Globenet Nominees Ltd.	625,835
Investors Bank & Trust Co-	521,100
Midland Bank plc	8,583,375
Cede & Co.	124,763
Deutsche Bank Mannheim	2,200

### Schedule B

Bankers Trust	2,652,400
Barclays Bank	427,800
Citibank London	42,300
Nortrust Nominees	9,164,614
Royal Bank of Scotland	75,600
MSS Nominees Limited	54,200
State Street Bank & Trust	84,000
RBSTB Nominees Ltd	2,200
Citibank NA	45,500
Deutsche Bank AG	2,100
HSBC Bank PLC	13,600
Mellon Bank N.A.	136,400
ROY Nominees Limited	54,100
Mellon Nominees (UK) Limited	1,814,304
HSBC	43,900
JP Morgan Chase Bank	4,600
TOTAL	62,835,063

### Schedule B

#### Capital International Limited

State Street Nominees	531,062
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Bank of New York Nominees	4,145,956
Northern Trust	747,544
Chase Nominees Limited	2,549,935
Midland Bank Plc	60,300
Bankers Trust	285,071
Barclays Bank	67,200
Citibank London	32,500

### Schedule B

Morgan Guaranty	275,059
Nortrust Nominees	2,570,646
Royal Bank of Scotland	871,500
MSS Nominees Limited	91,200
State Street Bank & Trust Co	449,000
Lloyds Bank	53,600
Citibank NA	23,500
Deutsche Bank AG	1,120,636
HSBC Bank plc	832,630

### Schedule B

Mellon Bank NA	11,016
KAS UK	37,125
Bank One London	182,300
Clydesdale Bank plc	67,500
TOTAL	15,005,280

### Schedule B

#### Capital International S.A.

State Street Nominees Limited	16,036
Chase Nominees Limited	3,060,128

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Credit Suisse London Branch	20,000
Midland Bank plc	560,000
Barclays Bank	758,518
Pictet & Cle, Geneva	10,900
Citibank London	27,000
Brown Bros.	73,900

### Schedule B

Nortrust Nominees	11,300
Morgan Stanley	12,900
Royal Bank of Scotland	252,818
MSS Nominees Limited	17,800
J. P. Morgan	542,784
State Street Bank & Trust	99,400
National Westminster Bank	99,100
Lloyds Bank	38,800
RBSTB Nominees Ltd	35,900

### Schedule B

Deutsche Bank AG	82,752
HSBC Bank plc	300,037
<b>TOTAL</b>	<b>6,020,073</b>

### Schedule B

#### Capital International Inc.

State Street Nominees Limited	3,448,567
Bank of New York Nominees	1,181,099
Northern Trust	52,600
Chase Nominees Limited	2,898,540
Midland Bank plc	255,400
Deutsche Bank Mannheim	33,600
Bankers Trust	51,500

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Citibank London 138,000

Schedule B

Nortrust Nominees 874,898

Royal Bank of Scotland 193,700

State Street Bank & Trust Co. 945,496

Citibank 36,100

RBSTB Nominees Ltd 38,500

Citibank NA 329,257

HSBC Bank PLC 185,200

JP Morgan Chase Bank 235,000

TOTAL 10,897,457

Schedule B

Capital Research & Management Company

State Street Nominees Limited 750,000

Chase Nominees Limited 17,691,345

TOTAL 18,441,345

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: 24 June 2004

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary

