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PEARSON PLC
Form 6-K
March 12, 2003

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 March 2003

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

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 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 97,133,532 shares, now represents 12.12% of the issued ordinary share capital of Pearson plc. The registered holders of the shares are listed on the schedules attached to this fax. Letter from Pearson PLC Letter to Pearson plc
Dated 10 March 2003

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, Inc., Capital International S.A., 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 (801,645,307 shares outstanding)

Number of shares in which the Companies have an interest:

97,133,532

Name(s) of registered holder(s):

See Schedule B

As of 10 March 2003

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc. ("CG") holdings	97,133,532	12.117%
Holdings by CG Management Companies and Funds;		
- Capital Guardian Trust Company	62,705,880	7.822%
- Capital International Limited	11,708,348	1.461%
- Capital International S.A.	5,804,505	0.724%
- Capital International, Inc.	9,297,527	1.160%
- Capital Research and Management Company	7,617,272	0.950%

Schedule A

Schedule of holdings in Pearson plc
As of 10 March 2003

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Capital Guardian Trust Company

Registered Name	Local Shares
Barclays Bank	1,285,400
Mellon Nominees (UK) Limited	1,006,504
ROY Nominees Limited	45,100
HSBC Bank plc	15,000
Deutsche Bank AG	2,100
Citibank NA	44,700
State Street Bank & Trust Co.	71,500
MSS Nominees Limited	98,400
Royal Bank of Scotland	29,600
Citibank London	1,020,786
Bankers Trust	2,791,000
Deutsche Bank Mannheim	700
Midland Bank plc	12,194,900
BT Globenet Nominees Ltd	594,835
Chase Nominees Limited	25,707,859
Bank of New York Nominees	1,519,033
State Street Nominees Limited	9,246,171
Nortrust Nominees	7,032,292
TOTAL	62,705,880

Schedule B

Capital International Limited

Registered Name	Local Shares
State Street Bank & Trust Co.	247,500
Lloyds Bank	37,100
Citibank NA	23,500
Deutsche Bank AG	680,036
HSBC Bank plc	536,930

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MSS Nominees Limited	91,200
KAS UK	27,525
Bankers Trust	1,220,958
Bank One London	146,300
Mellon Bank N.A.	48,316
Royal Bank of Scotland	8,100
Nortrust Nominees	1,808,064
Morgan Guaranty	200,559
Barclays Bank	55,100
Midland Bank plc	74,500
Chase Nominees Limited	2,396,934
Northern Trust	419,835
Bank of New York Nominees	3,221,429
State Street Nominees Limited	369,062
Clydesdale Bank plc	74,100
Citibank London	21,300
	TOTAL
	11,708,348

Schedule B

Capital International S.A.

Registered Name	Local Shares
MSS Nominees Limited	17,800
HSBC Bank plc	173,000
Deutsche Bank AG	138,752
Citibank NA	12,000
RBSTB Nominees Ltd.	18,027
Vidacos Nominees Ltd.	44,090
Lloyds Bank	85,800
National Westminster Bank	76,600

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State Street Bank & Trust Co.	72,600
J.P.Morgan	475,600
Royal Bank of Scotland	1,059,518
Morgan Stanley	12,900
Nortrust Nominees	11,300
Brown Bros.	73,900
Citibank London	27,000
Barclays Bank	712,418
Midland Bank plc	560,000
Credit Suisse London Branch	20,000
Chase Nominees Limited	2,109,237
State Street Nominees Limited	10,636
Bank of New York Nominees	93,327
	TOTAL
	5,804,505

Schedule B

Capital International, Inc

Registered Name	Local Shares
State Street Bank & Trust Co.	896,796
HSBC Bank plc	26,800
Chase Manhattan Nominee Ltd	15,227
Bank of New York Nominees	1,094,490
Deutsche Bank AG	93,000
Citibank NA	245,857
RBSTB Nominees Ltd	39,900
Citibank	33,700
Royal Bank of Scotland	135,200
Nortrust Nominees	817,698
Citibank London	175,100
Bankers Trust	51,500

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Deutsche Bank Mannheim	33,600
Chase Nominees Limited	2,489,740
State Street Nominees Limited	2,956,119
Midland Bank plc	192,800
TOTAL	9,297,527

Schedule B

Capital Research and Management Company

Registered Name	Local Shares
State Street Nominees Limited	500,000
Chase Nominees Limited	7,117,272
TOTAL	7,617,272

Schedule B

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: 12 March 2003

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary