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PEARSON PLC  
Form 6-K  
August 16, 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 August 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

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Letter to RNS  
Letter dated 16 August 2006

### 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 16 August 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of FMR Corp. and Fidelity International Ltd, which equals 40,387,491 shares, now represents 5.01% of the issued ordinary share capital of Pearson plc.

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

Letter from Pearson Plc

Amendment 13

### NOTIFICATIONS UNDER SECTIONS 198 TO 202 -- U.K. COMPANIES ACT

1. Company in which shares are held: Pearson Plc

2. Notifiable Interest: Ordinary Shares

(A) FMR Corp.  
82 Devonshire Street  
Boston, MA 02109

Parent holding company of Fidelity Management & Research Company (FMRCO), investment manager for US mutual funds, and Fidelity Management Trust Company (FMTC), a US state chartered bank which acts as a trustee or investment manager of various pension and trust accounts. (See Schedule A for listing of Registered Shareholders and their holdings.)

(B) Fidelity International Limited (FIL)  
P.O. Box HM 670  
Hamilton HMCX, Bermuda

Parent holding company for various direct and indirect subsidiaries, including Fidelity Investment Services Ltd. (FISL), Fidelity Gestion (FIGEST), Fidelity Investments Advisory (Korea) Limited (FIA(K)L), Fidelity Investments Management (Hong Kong) Limited (FIMHK), Fidelity Pension Management (FPM), Fidelity Investments Japan (FIJ) and Fidelity Investments International (FII), investment managers for various non-US investment companies and institutional clients.

3. The notifiable interests also comprise the notifiable interest of:

Mr. Edward C. Johnson 3d  
82 Devonshire Street  
Boston, MA 02109

A principal shareholder of FMR Corp. and Fidelity International Limited.

4. The notifiable interests include interest held on behalf of authorized unit trust schemes in the U.K., notwithstanding the exemption from reporting pursuant to Section 209 (1)(h) of the Companies Act 1985.

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5. These notifications of disclosable interests constitute separate notifications of interest in the shares and are combined solely for the purposes of clarity and efficiency. Nothing herein should be taken to indicate that FMR Corp. and its direct and indirect subsidiaries, Fidelity International Limited and its direct and indirect subsidiaries or Mr. Edward C. Johnson 3d act as a group or in concert in respect of the disclosed interests, or that they are required to submit these notifications on a joint basis.
6. The disclosable interests arise under section 208(4)(b) of the Act, namely where a person, not being the registered holder, is entitled to exercise a right conferred by the holding of the shares or to control the exercise of such rights, or under section 203 of the Act respectively.

Schedule A

Security: PEARSON PLC

Amendment 13

Current ownership percentage: 5.01%

Total Shares Held: 40,387,491

Shares in issue: 805,515,328

Change in holdings since last filing: +7,071,284 ordinary shares

SHARES HELD	MANAGEMENT		NOMINEE/REGISTERED NAME
	COMPANY		
7,215,637	FPM		JP MORGAN, BOURNEMOUTH
2,378,700	FPM		JP MORGAN, BOURNEMOUTH
1,543,200	FPM		NORTHERN TRUST LONDON
545,900	FPM		MELLON BANK
477,200	FPM		STATE STR BK AND TR CO LNDN (S
337,700	FPM		BANK OF NEW YORK BRUSSELS
325,700	FPM		BANKERS TRUST LONDON
135,600	FPM		MIDLAND SECURITIES SERVICES
300	FMTG		BROWN BROTHERS HARRIMAN AND CO
1,905,628	FMRCO		JPMORGAN CHASE BANK
27,900	FMRCO		STATE STREET BANK AND TR CO
3,520,487	FISL		JP MORGAN, BOURNEMOUTH
20,505,451	FIL		BROWN BROS HARRIMN LTD LUX
1,227,588	FIL		JP MORGAN, BOURNEMOUTH
152,400	FIL		BANK OF NEW YORK BRUSSELS
88,100	FIL		NORTHERN TRUST LONDON

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: 16 August 2006

By: /s/ STEPHEN JONES

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Stephen Jones  
Deputy Secretary

Officers' Compensation 16 Disclose Information on Compensation Against Against Shareholder Consultant 17 Pay For Superior Performance Against For Shareholder 18 Amend Articles/Bylaws/Charter -- Call Against For Shareholder Special Meetings ----- OFFICE DEPOT, INC. Ticker: ODP Security ID: 676220106 Meeting Date: APR 23, 2008 Meeting Type: Proxy Contest Record Date: MAR 3, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Lee A. Ault, III For Withhold Management 1.2 Elect Director Neil R. Austrian For For Management 1.3 Elect Director David W. Bernauer For Withhold Management 1.4 Elect Director Abelardo E. Bru For Withhold Management 1.5 Elect Director Marsha J. Evans For Withhold Management 1.6 Elect Director David I. Fuente For For Management 1.7 Elect Director Brenda J. Gaines For For Management 1.8 Elect Director Myra M. Hart For For Management 1.9 Elect Director W. Scott Hedrick For Withhold Management 1.10 Elect Director Kathleen Mason For For Management 1.11 Elect Director Michael J. Myers For For Management 1.12 Elect Director Steve Odland For For Management 2 Approve Executive Incentive Bonus Plan For For Management 3 Ratify Auditors For For Management 1.1 Elect Director Mark Begelman For Did Not Shareholder Vote 1.2 Elect Director Martin E. Hanaka For Did Not Shareholder Vote 1.3 Management Nominee - Lee A. Ault, III For Did Not Shareholder Vote 1.4 Management Nominee - Neil R. Austrian For Did Not Shareholder Vote 1.5 Management Nominee - David W. Bernauer For Did Not Shareholder Vote 1.6 Management Nominee - Abelardo E. Bru For Did Not Shareholder Vote 1.7 Management Nominee - Marsha J. Evans For Did Not Shareholder Vote 1.8 Management Nominee - Brenda J. Gaines For Did Not Shareholder Vote 1.9 Management Nominee - Myra M. Hart For Did Not Shareholder Vote 1.10 Management Nominee - W. Scott Hedrick For Did Not Shareholder Vote 1.11 Management Nominee - Kathleen Mason For Did Not Shareholder Vote 1.12 Management Nominee - Michael J. Myers For Did Not Shareholder Vote 2 Approve Executive Incentive Bonus Plan Against Did Not Management Vote 3 Ratify Auditors For Did Not Management Vote ----- OFFICEMAX INCORPORATED Ticker: OMX Security ID: 67622P101 Meeting Date: APR 23, 2008 Meeting Type: Annual Record Date: FEB 28, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Dorrit J. Bern For For Management 1.2 Elect Director Warren F. Bryant For For Management 1.3 Elect Director Joseph M. DePinto For For Management 1.4 Elect Director Sam K. Duncan For For Management 1.5 Elect Director Rakesh Gangwal For For Management 1.6 Elect Director Francesca Ruiz de For For Management Luzuriaga 1.7 Elect Director William J. Montgoris For For Management 1.8 Elect Director David M. Szymanski For For Management 2 Ratify Auditors For For Management 3 Amend Omnibus Stock Plan For For Management ----- PACTIV CORP. Ticker: PTV Security ID: 695257105 Meeting Date: MAY 16, 2008 Meeting Type: Annual Record Date: MAR 17, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Larry D. Brady For For Management 2 Elect Director K. Dane Brooksher For For Management 3 Elect Director Robert J. Darnall For For Management 4 Elect Director Mary R. (Nina) Henderson For For Management 5 Elect Director N. Thomas Linebarger For For Management 6 Elect Director Roger B. Porter For For Management 7 Elect Director Richard L. Wambold For For Management 8 Elect Director Norman H. Wesley For For Management 9 Ratify Auditors For For Management ----- PARKER-HANNIFIN CORP. Ticker: PH Security ID: 701094104 Meeting Date: OCT 24, 2007 Meeting Type: Annual Record Date: AUG 31, 2007 # Proposal Mgt Rec

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Vote Cast Sponsor 1.1 Elect Director Linda S. Harty For Withhold Management 1.2 Elect Director Candy M. Obourn For Withhold Management 1.3 Elect Director Donald E. Washkewicz For Withhold Management 2 Declassify the Board of Directors For For Management 3 Ratify Auditors For For Management

----- PERKINELMER, INC. Ticker: PKI Security ID: 714046109 Meeting Date: APR 22, 2008 Meeting Type: Annual Record Date: FEB 25, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Robert F. Friel For For Management 2 Elect Director Nicholas A. Lopardo For For Management 3 Elect Director Alexis P. Michas For For Management 4 Elect Director James C. Mullen For For Management 5 Elect Director Vicki L. Sato For For Management 6 Elect Director Gabriel Schmergel For For Management 7 Elect Director Kenton J. Sicchitano For For Management 8 Elect Director Patrick J. Sullivan For For Management 9 Elect Director Gregory L. Summe For For Management 10 Elect Director G. Robert Tod For For Management 11 Ratify Auditors For For Management

----- PG&E CORP. Ticker: PCG Security ID: 69331C108 Meeting Date: MAY 14, 2008 Meeting Type: Annual Record Date: MAR 17, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director David R. Andrews For For Management 2 Elect Director C. Lee Cox For For Management 3 Elect Director Peter A. Darbee For For Management 4 Elect Director Maryellen C. Herring For For Management 5 Elect Director Richard A. Meserve For For Management 6 Elect Director Mary S. Metz For For Management 7 Elect Director Barbara L. Rambo For For Management 8 Elect Director Barry Lawson Williams For For Management 9 Ratify Auditors For For Management 10 Report on CEO Contribution to Operation Against Against Shareholder of Company 11 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 12 Require Independent Lead Director Against Against Shareholder

----- PPG INDUSTRIES, INC. Ticker: PPG Security ID: 693506107 Meeting Date: APR 17, 2008 Meeting Type: Annual Record Date: FEB 22, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Hugh Grant For For Management 1.2 Elect Director Michele J. Hooper For For Management 1.3 Elect Director Robert Mehrbian For For Management 2 Ratify Auditors For For Management

----- PRUDENTIAL FINANCIAL INC Ticker: PRU Security ID: 744320102 Meeting Date: MAY 13, 2008 Meeting Type: Annual Record Date: MAR 14, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Frederic K. Becker For For Management 1.2 Elect Director Gordon M. Bethune For For Management 1.3 Elect Director Gaston Caperton For For Management 1.4 Elect Director Gilbert F. Casellas For For Management 1.5 Elect Director James G. Cullen For For Management 1.6 Elect Director William H. Gray, III For For Management 1.7 Elect Director Mark B. Grier For For Management 1.8 Elect Director Jon F. Hanson For For Management 1.9 Elect Director Constance J. Horner For For Management 1.10 Elect Director Karl J. Krapek For For Management 1.11 Elect Director Christine A. Poon For For Management 1.12 Elect Director John R. Strangfield For For Management 1.13 Elect Director James A. Unruh For For Management 2 Ratify Auditors For For Management

----- R. R. DONNELLEY & SONS CO. Ticker: RRD Security ID: 257867101 Meeting Date: MAY 28, 2008 Meeting Type: Annual Record Date: APR 2, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Thomas J. Quinlan, III For For Management 2 Elect Director Stephen M. Wolf For For Management 3 Elect Director Lee A. Chaden For For Management 4 Elect Director E.V. (Rick) Goings For For Management 5 Elect Director Judith H. Hamilton For For Management 6 Elect Director Thomas S. Johnson For For Management 7 Elect Director John C. Pope For For Management 8 Elect Director Michael T. Riordan For For Management 9 Elect Director Oliver R. Sockwell For For Management 10 Ratify Auditors For For Management 11 Amend Omnibus Stock Plan For For Management 12 Report on Sustainable Forestry Against Against Shareholder 13 Amend Articles/Bylaws/Charter -- Call Against For Shareholder Special Meetings

----- RAYTHEON CO. Ticker: RTN Security ID: 755111507 Meeting Date: MAY 29, 2008 Meeting Type: Annual Record Date: APR 4, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Barbara M. Barrett For For Management 2 Elect Director Vernon E. Clark For For Management 3 Elect Director John M. Deutch For For Management 4 Elect Director Frederic M. Poses For Against Management 5 Elect Director Michael C. Ruettgers For For Management 6 Elect Director Ronald L. Skates For For Management 7 Elect Director William R. Spivey For For Management 8 Elect Director Linda G. Stuntz For For Management 9 Elect Director William H. Swanson For For Management 10 Ratify Auditors For For Management 11 Establish SERP Policy Against For Shareholder 12 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation

----- ROCKWELL

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AUTOMATION INC Ticker: ROK Security ID: 773903109 Meeting Date: FEB 6, 2008 Meeting Type: Annual Record Date: DEC 10, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Bruce M. Rockwell For For Management 1.2 Elect Director Joseph F. Toot, Jr. For For Management 2 Ratify Auditors For For Management 3 Approve Omnibus Stock Plan For For Management

----- ROHM AND HAAS CO. Ticker: ROH Security ID: 775371107 Meeting Date: MAY 5, 2008 Meeting Type: Annual Record Date: MAR 7, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director William J. Avery For For Management 2 Elect Director Raj L. Gupta For For Management 3 Elect Director David W. Haas For For Management 4 Elect Director Thomas W. Haas For For Management 5 Elect Director Richard L. Keiser For For Management 6 Elect Director Rick J. Mills For For Management 7 Elect Director Sandra O. Moose For For Management 8 Elect Director Gilbert S. Omenn For For Management 9 Elect Director Gary L. Rogers For For Management 10 Elect Director Ronaldo H. Schmitz For For Management 11 Elect Director George M. Whitesides For For Management 12 Elect Director Marna.C. Whittington For For Management 13 Ratify Auditors For For Management

----- RYDER SYSTEM, INC. Ticker: R Security ID: 783549108 Meeting Date: MAY 2, 2008 Meeting Type: Annual Record Date: MAR 7, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director L. Patrick Hassey For For Management 1.2 Elect Director Lynn M. Martin For For Management 1.3 Elect Director Hansel E. Tookes, II For For Management 2 Amend Omnibus Stock Plan For For Management 3 Ratify Auditors For For Management

----- SCHLUMBERGER LTD. Ticker: SLB Security ID: 806857108 Meeting Date: APR 9, 2008 Meeting Type: Annual Record Date: FEB 20, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director P. Camus For For Management 1.2 Elect Director J.S. Gorelick For For Management 1.3 Elect Director A. Gould For For Management 1.4 Elect Director T. Isaac For For Management 1.5 Elect Director N. Kudryavtsev For For Management 1.6 Elect Director A. Lajous For For Management 1.7 Elect Director M.E. Marks For For Management 1.8 Elect Director D. Primat For For Management 1.9 Elect Director L.R. Reif For For Management 1.10 Elect Director T.I. Sandvold For For Management 1.11 Elect Director N. Seydoux For For Management 1.12 Elect Director L.G. Stuntz For For Management 2 ADOPTION AND APPROVAL OF FINANCIALS AND For For Management DIVIDENDS 3 APPROVAL OF ADOPTION OF THE SCHLUMBERGER For For Management 2008 STOCK INCENTIVE PLAN 4 APPROVAL OF INDEPENDENT REGISTERED PUBLIC For For Management ACCOUNTING FIRM

----- SEALED AIR CORPORATION Ticker: SEE Security ID: 81211K100 Meeting Date: MAY 20, 2008 Meeting Type: Annual Record Date: MAR 24, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Hank Brown For For Management 2 Elect Director Michael Chu For For Management 3 Elect Director Lawrence R. Codey For For Management 4 Elect Director T. J. Dermot Dunphy For For Management 5 Elect Director Charles F. Farrell, Jr. For For Management 6 Elect Director William V. Hickey For For Management 7 Elect Director Jacqueline B. Kosecoff For For Management 8 Elect Director Kenneth P. Manning For For Management 9 Elect Director William J. Marino For For Management 10 Amend Omnibus Stock Plan For For Management 11 Amend Executive Incentive Bonus Plan For For Management 12 Ratify Auditors For For Management

----- SLM CORPORATION Ticker: SLM Security ID: 78442P106 Meeting Date: AUG 15, 2007 Meeting Type: Special Record Date: JUN 29, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Merger Agreement For For Management 2 Adjourn Meeting For For Management

----- SNAP-ON INCORPORATED Ticker: SNA Security ID: 833034101 Meeting Date: APR 24, 2008 Meeting Type: Annual Record Date: FEB 25, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Roxanne J. Decyk For For Management 2 Elect Director Nicholas T. Pinchuk For For Management 3 Elect Director Richard F. Teerlink For For Management 4 Elect Director James P. Holden For For Management 5 Ratify Auditors For For Management

----- SOUTHWEST AIRLINES CO. Ticker: LUV Security ID: 844741108 Meeting Date: MAY 21, 2008 Meeting Type: Annual Record Date: MAR 25, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director David W. Biegler For For Management 1.2 Elect Director Louis E. Caldera For For Management 1.3 Elect Director C. Webb Crockett For Withhold Management 1.4 Elect Director William H. Cunningham For For Management 1.5 Elect Director Travis C. Johnson For For Management 1.6 Elect Director Gary C. Kelly For For Management 1.7 Elect Director Nancy B. Loeffler For For Management 1.8

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Elect Director John T. Montford For For Management 2 Ratify Auditors For For Management 3 Require a Majority Vote for the Election Against For Shareholder of Directors 4 Establish a Compensation Committee Against For Shareholder 5 Prepare Sustainability Report Against For Shareholder

----- STATE STREET CORP. (BOSTON) Ticker: STT Security ID: 857477103 Meeting Date: APR 30, 2008 Meeting Type: Annual Record Date: MAR 7, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director K. Burnes For For Management 1.2 Elect Director P. Coym For For Management 1.3 Elect Director N. Darehshori For For Management 1.4 Elect Director A. Fawcett For For Management 1.5 Elect Director D. Gruber For For Management 1.6 Elect Director L. Hill For For Management 1.7 Elect Director C. LaMantia For For Management 1.8 Elect Director R. Logue For For Management 1.9 Elect Director M. Miskovic For For Management 1.10 Elect Director R. Sergel For For Management 1.11 Elect Director R. Skates For For Management 1.12 Elect Director G. Summe For For Management 1.13 Elect Director R. Weissman For For Management 2 Ratify Auditors For For Management 3 Limit Auditor from Providing Non-Audit Against Against Shareholder Services ----- STRYKER CORP. Ticker:

SYK Security ID: 863667101 Meeting Date: APR 23, 2008 Meeting Type: Annual Record Date: FEB 29, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director John W. Brown For For Management 1.2 Elect Director Howard E. Cox, Jr. For For Management 1.3 Elect Director Donald M. Engelman For For Management 1.4 Elect Director Jerome H. Grossman For For Management 1.5 Elect Director Louise L. Francesconi For For Management 1.6 Elect Director Stephen P. MacMillan For For Management 1.7 Elect Director William U. Parfet For For Management 1.8 Elect Director Ronda E. Stryker For For Management 2 Ratify Auditors For For Management 3 Approve Qualified Employee Stock Purchase For For Management Plan

----- SUN MICROSYSTEMS, INC. Ticker: JAVA Security ID: 866810104 Meeting Date: NOV 8, 2007 Meeting Type: Annual Record Date: SEP 10, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Scott G. Mcnealy For For Management 1.2 Elect Director James L. Barksdale For For Management 1.3 Elect Director Stephen M. Bennett For For Management 1.4 Elect Director Peter L.S. Currie For For Management 1.5 Elect Director Robert J. Finocchio, Jr For For Management 1.6 Elect Director Michael E. Marks For For Management 1.7 Elect Director Patricia E. Mitchell For For Management 1.8 Elect Director M. Kenneth Oshman For For Management 1.9 Elect Director P. Anthony Ridder For For Management 1.10 Elect Director Jonathan I. Schwartz For For Management 2 Ratify Auditors For For Management 3 Approve Omnibus Stock Plan For For Management 4 Approve Reverse Stock Split For For Management 5 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 6 Adopt Simple Majority Vote Against For Shareholder ----- SYSCO CORPORATION Ticker:

SYI Security ID: 871829107 Meeting Date: NOV 9, 2007 Meeting Type: Annual Record Date: SEP 11, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director John M. Cassaday For For Management 2 Elect Director Manuel A. Fernandez For For Management 3 Elect Director Jackie M. Ward For For Management 4 Approve Omnibus Stock Plan For For Management 5 Amend Qualified Employee Stock Purchase For For Management Plan 6 Ratify Auditors For For Management ----- T. ROWE

PRICE GROUP, INC. Ticker: TROW Security ID: 74144T108 Meeting Date: APR 10, 2008 Meeting Type: Annual Record Date: FEB 11, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Edward C. Bernard For For Management 2 Elect Director James T. Brady For For Management 3 Elect Director ) J. Alfred Broaddus, Jr. For For Management 4 Elect Director Donald B. Hebb, Jr. For For Management 5 Elect Director James A.C. Kennedy For For Management 6 Elect Director Brian C. Rogers For For Management 7 Elect Director Dr. Alfred Sommer For For Management 8 Elect Director Dwight S. Taylor For For Management 9 Elect Director Anne Marie Whittemore For For Management 10 Increase Authorized Common Stock For For Management 11 Ratify Auditors For For Management 12 Other Business For Against Management

----- TENET HEALTHCARE CORP. Ticker: THC Security ID: 88033G100 Meeting Date: MAY 8, 2008 Meeting Type: Annual Record Date: MAR 17, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director John Ellis "Jeb" Bush For For Management 1.2 Elect Director Trevor Fetter For For Management 1.3 Elect Director Brenda J. Gaines For For Management 1.4 Elect Director Karen M. Garrison For For Management 1.5 Elect Director Edward A. Kangas For For Management 1.6 Elect Director J. Robert Kerrey For For Management 1.7 Elect Director Floyd D. Loop For For Management 1.8 Elect Director Richard R. Pettingill For For Management 1.9 Elect Director James A. Unruh For For Management 1.10 Elect Director J.

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McDonald Williams For For Management 2 Approve Omnibus Stock Plan For For Management 3 Amend Qualified Employee Stock Purchase For For Management Plan 4 Eliminate Supermajority Vote Requirement For For Management 5 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 6 Pay For Superior Performance Against For Shareholder 7 Ratify Auditors For For Management

----- TEXAS INSTRUMENTS, INC. Ticker: TXN  
Security ID: 882508104 Meeting Date: APR 17, 2008 Meeting Type: Annual Record Date: FEB 19, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director James R. Adams For For Management 2 Elect Director David L. Boren For For Management 3 Elect Director Daniel A. Carp For For Management 4 Elect Director Carrie S. Cox For For Management 5 Elect Director David R. Goode For For Management 6 Elect Director Pamela H. Patsley For For Management 7 Elect Director Wayne R. Sanders For For Management 8 Elect Director Ruth J. Simmons For For Management 9 Elect Director Richard K. Templeton For For Management 10 Elect Director Christine Todd Whitman For For Management 11 Ratify Auditors For For Management 12 Require Director Nominee Qualifications Against Against Shareholder -----

TIME WARNER INC Ticker: TWX Security ID: 887317105 Meeting Date: MAY 16, 2008 Meeting Type: Annual Record Date: MAR 21, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director James L. Barksdale For For Management 2 Elect Director Jeffrey L. Bewkes For For Management 3 Elect Director Stephen F. Bollenbach For For Management 4 Elect Director Frank J. Caufield For For Management 5 Elect Director Robert C. Clark For For Management 6 Elect Director Mathias Dopfner For For Management 7 Elect Director Jessica P. Einhorn For For Management 8 Elect Director Reuben Mark For For Management 9 Elect Director Michael A. Miles For For Management 10 Elect Director Kenneth J. Novack For For Management 11 Elect Director Richard D. Parsons For For Management 12 Elect Director Deborah C. Wright For For Management 13 Eliminate Supermajority Vote Requirement For For Management 14 Amend Executive Incentive Bonus Plan For For Management 15 Ratify Auditors For For Management 16 Require Independent Board Chairman Against For Shareholder

----- TITANIUM METALS CORP. Ticker: TIE  
Security ID: 888339207 Meeting Date: MAY 22, 2008 Meeting Type: Annual Record Date: MAR 31, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Keith R. Coogan For For Management 1.2 Elect Director Glenn R. Simmons For For Management 1.3 Elect Director Harold C. Simmons For Withhold Management 1.4 Elect Director Thomas P. Stafford For For Management 1.5 Elect Director Steven L. Watson For For Management 1.6 Elect Director Terry N. Worrell For For Management 1.7 Elect Director Paul J. Zucconi For For Management 2 Approve Omnibus Stock Plan For Against Management -----

TRANSOCEAN INC. Ticker: RIG Security ID: G90073100 Meeting Date: MAY 16, 2008 Meeting Type: Annual Record Date: MAR 19, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 ELECTION OF DIRECTOR: JON A. MARSHALL For For Management 2 ELECTION OF DIRECTOR: MARTIN B. MCNAMARA For For Management 3 ELECTION OF DIRECTOR: ROBERT E. ROSE For For Management 4 ELECTION OF DIRECTOR: IAN C. STRACHAN For For Management 5 APPROVAL OF THE APPOINTMENT OF ERNST & For For Management YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008. -----

TRAVELERS COMPANIES, INC., THE Ticker: TRV Security ID: 89417E109 Meeting Date: MAY 6, 2008 Meeting Type: Annual Record Date: MAR 7, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Alan L. Beller For For Management 1.2 Elect Director John H. Dasburg For For Management 1.3 Elect Director Janet M. Dolan For For Management 1.4 Elect Director Kenneth M. Duberstein For For Management 1.5 Elect Director Jay S. Fishman For For Management 1.6 Elect Director Lawrence G. Graev For For Management 1.7 Elect Director Patricia L. Higgins For For Management 1.8 Elect Director Thomas R. Hodgson For For Management 1.9 Elect Director Cleve L. Killingsworth, For For Management Jr. 1.10 Elect Director Robert I. Lipp For For Management 1.11 Elect Director Blythe J. McGarvie For For Management 1.12 Elect Director Glen D. Nelson, M.D. For For Management 1.13 Elect Director Laurie J. Thomsen For For Management 2 Ratify Auditors For For Management

----- TXU CORP. Ticker: TXU Security ID: 873168108  
Meeting Date: SEP 7, 2007 Meeting Type: Annual Record Date: JUL 19, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Merger Agreement For For Management 2 Adjourn Meeting For For Management 3.1 Elect Director Leldon E. Echols For For Management 3.2 Elect Director Kerney Laday For For Management 3.3 Elect Director Jack E. Little For For Management 3.4 Elect Director Gerardo I. Lopez For For Management 3.5 Elect



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Director J. E. Oesterreicher For For Management 3.6 Elect Director Michael W. Ranger For For Management 3.7 Elect Director Leonard H. Roberts For For Management 3.8 Elect Director Glenn F. Tilton For For Management 3.9 Elect Director C. John Wilder For For Management 4 Ratify Auditors For For Management 5 Adopt Quantitative Emissions Goals Against Against Shareholder 6 Report on Political Contributions Against For Shareholder

----- TYSON FOODS, INC. Ticker: TSN Security ID: 902494103 Meeting Date: FEB 1, 2008 Meeting Type: Annual Record Date: DEC 10, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Don Tyson For Withhold Management 1.2 Elect Director John Tyson For Withhold Management 1.3 Elect Director Richard L. Bond For Withhold Management 1.4 Elect Director Scott T. Ford For Withhold Management 1.5 Elect Director Lloyd V. Hackley For Withhold Management 1.6 Elect Director Jim Keever For Withhold Management 1.7 Elect Director Kevin M. McNamara For For Management 1.8 Elect Director JoAnn R. Smith For Withhold Management 1.9 Elect Director Barbara A. Tyson For Withhold Management 1.10 Elect Director Albert C. Zapanta For Withhold Management 2 Ratify Auditors For For Management

----- UNION PACIFIC CORP. Ticker: UNP Security ID: 907818108 Meeting Date: MAY 1, 2008 Meeting Type: Annual Record Date: FEB 21, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Andrew H. Card, Jr. For For Management 2 Elect Director Erroll B. Davis, Jr. For For Management 3 Elect Director Thomas J. Donohue For For Management 4 Elect Director Archie W. Dunham For For Management 5 Elect Director Judith Richards Hope For For Management 6 Elect Director Charles C. Krulak For For Management 7 Elect Director Michael W. McConnell For For Management 8 Elect Director Thomas F. McLarty III For For Management 9 Elect Director Steven R. Rogel For For Management 10 Elect Director James R. Young For For Management 11 Ratify Auditors For For Management 12 Increase Authorized Common Stock For For Management 13 Report on Political Contributions Against For Shareholder

----- VERISIGN, INC. Ticker: VRSN Security ID: 92343E102 Meeting Date: AUG 30, 2007 Meeting Type: Annual Record Date: JUL 13, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director D. James Bidzos For Withhold Management 1.2 Elect Director William L. Chenevich For Withhold Management 1.3 Elect Director Louis A. Simpson For Withhold Management 2 Declassify the Board of Directors For For Management 3 Approve Qualified Employee Stock Purchase For For Management Plan 4 Ratify Auditors For For Management

----- VERIZON COMMUNICATIONS Ticker: VZ Security ID: 92343V104 Meeting Date: MAY 1, 2008 Meeting Type: Annual Record Date: MAR 3, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Richard L. Carrion For For Management 2 Elect Director M. Frances Keeth For For Management 3 Elect Director Robert W. Lane For For Management 4 Elect Director Sandra O. Moose For For Management 5 Elect Director Joseph Neubauer For For Management 6 Elect Director Donald T. Nicolaisen For For Management 7 Elect Director Thomas H. O'Brien For For Management 8 Elect Director Clarence Otis, Jr. For For Management 9 Elect Director Hugh B. Price For For Management 10 Elect Director Ivan G. Seidenberg For For Management 11 Elect Director John W. Snow For For Management 12 Elect Director John R. Stafford For For Management 13 Ratify Auditors For For Management 14 Prohibit Executive Stock-Based Awards Against Against Shareholder 15 Amend EEO Policy to Prohibit Against Against Shareholder Discrimination based on Gender Identity 16 Require Independent Board Chairman Against Against Shareholder

----- VF CORP. Ticker: VFC Security ID: 918204108 Meeting Date: APR 22, 2008 Meeting Type: Annual Record Date: MAR 4, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Mackey J. McDonald For For Management 1.2 Elect Director Barbara S. Feigin For For Management 1.3 Elect Director Juan Ernesto de Bedout For For Management 1.4 Elect Director Ursula O. Fairbairn For For Management 1.5 Elect Director Eric C. Wiseman For For Management 2 Amend Executive Incentive Bonus Plan For For Management 3 Ratify Auditors For For Management

----- VULCAN MATERIALS CO. Ticker: VMC Security ID: 929160109 Meeting Date: MAY 9, 2008 Meeting Type: Annual Record Date: MAR 14, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Donald M. James For For Management 1.2 Elect Director Ann McLaughlin Korologos For For Management 1.3 Elect Director Philip J. Carroll, Jr. For Withhold Management 1.4 Elect Director Orin R. Smith For For Management 2 Ratify Auditors For For Management 3 Adopt the Legacy Vulcan Corp. Restated For For Management Certificate of Incorporation

----- W.W. GRAINGER, INC. Ticker: GWW Security ID: 384802104 Meeting Date: APR 30, 2008 Meeting Type: Annual Record Date: MAR 3, 2008 # Proposal Mgt Rec

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Vote Cast Sponsor 1.1 Elect Director Brian P. Anderson For For Management 1.2 Elect Director Wilbur H. Gantz For For Management 1.3 Elect Director V. Ann Hailey For For Management 1.4 Elect Director William K. Hall For For Management 1.5 Elect Director Richard L. Keyser For For Management 1.6 Elect Director Stuart L. Levenick For For Management 1.7 Elect Director John W. McCarter, Jr. For For Management 1.8 Elect Director Neil S. Novich For For Management 1.9 Elect Director Michael J. Roberts For For Management 1.10 Elect Director Gary L. Rogers For For Management 1.11 Elect Director James T. Ryan For For Management 1.12 Elect Director James D. Slavik For For Management 1.13 Elect Director Harold B. Smith For For Management 2 Ratify Auditors For For Management

----- WACHOVIA CORP. Ticker: WB Security ID: 929903102 Meeting Date: APR 22, 2008 Meeting Type: Annual Record Date: FEB 14, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director John D. Baker, II For For Management 2 Elect Director Peter C. Browning For For Management 3 Elect Director John T. Casteen, III For For Management 4 Elect Director Jerry Gitt For For Management 5 Elect Director William H. Goodwin, Jr. For For Management 6 Elect Director Maryellen C. Herrerger For For Management 7 Elect Director Robert A. Ingram For For Management 8 Elect Director Donald M. James For For Management 9 Elect Director Mackey J. McDonald For For Management 10 Elect Director Joseph Neubauer For For Management 11 Elect Director Timothy D. Proctor For For Management 12 Elect Director Ernest S. Rady For For Management 13 Elect Director Van L. Richey For For Management 14 Elect Director Ruth G. Shaw For For Management 15 Elect Director Lanty L. Smith For For Management 16 Elect Director G. Kennedy Thompson For For Management 17 Elect Director Dona Davis Young For For Management 18 Ratify Auditors For For Management 19 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 20 Report on Political Contributions Against For Shareholder 21 Require Two Candidates for Each Board Against Against Shareholder Seat

----- WAL-MART STORES, INC. Ticker: WMT Security ID: 931142103 Meeting Date: JUN 6, 2008 Meeting Type: Annual Record Date: APR 10, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Aida M. Alvarez For For Management 2 Elect Director James W. Breyer For For Management 3 Elect Director M. Michele Burns For For Management 4 Elect Director James I. Cash, Jr. For For Management 5 Elect Director Roger C. Corbett For For Management 6 Elect Director Douglas N. Daft For For Management 7 Elect Director David D. Glass For For Management 8 Elect Director Gregory B. Penner For For Management 9 Elect Director Allen I. Questrom For For Management 10 Elect Director H. Lee Scott, Jr. For For Management 11 Elect Director Arne M. Sorenson For For Management 12 Elect Director Jim C. Walton For For Management 13 Elect Director S. Robson Walton For For Management 14 Elect Director Christopher J. Williams For For Management 15 Elect Director Linda S. Wolf For For Management 16 Approve Executive Incentive Bonus Plan For For Management 17 Ratify Auditors For For Management 18 Amend EEO Policy to Prohibit Against Against Shareholder Discrimination based on Sexual Orientation and Gender Identity 19 Pay For Superior Performance Against For Shareholder 20 Claw-back of Payments under Restatements Against Against Shareholder 21 Amend Bylaws to Establish a Board Against Against Shareholder Committee on Human Rights 22 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 23 Report on Political Contributions Against For Shareholder 24 Report on Social and Reputation Impact of Against Against Shareholder Failure to Comply with ILO Conventions 25 Amend Articles/Bylaws/Charter -- Call Against For Shareholder Special Meetings

----- WALGREEN CO. Ticker: WAG Security ID: 931422109 Meeting Date: JAN 9, 2008 Meeting Type: Annual Record Date: NOV 12, 2007 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director William C. Foote For For Management 1.2 Elect Director Alan G. McNally For For Management 1.3 Elect Director Cordell Reed For For Management 1.4 Elect Director Jeffrey A. Rein For For Management 1.5 Elect Director Nancy M. Schlichting For For Management 1.6 Elect Director David Y. Schwartz For For Management 1.7 Elect Director Alejandro Silva For For Management 1.8 Elect Director James A. Skinner For For Management 1.9 Elect Director Marilou M. von Ferstel For For Management 1.10 Elect Director Charles R. Walgreen III For For Management 2 Ratify Auditors For For Management 3 Report on Charitable Contributions Against Against Shareholder 4 Submit Shareholder Rights Plan (Poison Against Against Shareholder Pill) to Shareholder Vote 5 Separate Chairman and CEO Positions Against For Shareholder

----- WALT DISNEY COMPANY, THE Ticker: DIS Security ID: 254687106 Meeting Date: MAR 6, 2008 Meeting Type: Annual Record Date: JAN 7, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Susan E. Arnold For For Management 2 Elect Director John E. Bryson For For Management 3 Elect Director John S. Chen For For Management 4 Elect Director Judith L. Estrin For For

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Management 5 Elect Director Robert A. Iger For For Management 6 Elect Director Steven P. Jobs For Against Management 7 Elect Director Fred H. Langhammer For For Management 8 Elect Director Aylwin B. Lewis For For Management 9 Elect Director Monica C. Lozano For For Management 10 Elect Director Robert W. Matschullat For For Management 11 Elect Director John E. Pepper, Jr. For For Management 12 Elect Director Orin C. Smith For For Management 13 Ratify Auditors For For Management 14 Amend Omnibus Stock Plan For For Management 15 Amend Executive Incentive Bonus Plan For For Management

----- WEATHERFORD INTERNATIONAL LTD

Ticker: WFT Security ID: G95089101 Meeting Date: JUN 2, 2008 Meeting Type: Annual Record Date: APR 9, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 ELECTION AS DIRECTOR: NICHOLAS F. BRADY For For Management 2 ELECTION AS DIRECTOR: WILLIAM E. MACAULAY For For Management 3 ELECTION AS DIRECTOR: DAVID J. BUTTERS For For Management 4 ELECTION AS DIRECTOR: ROBERT B. MILLARD For For Management 5 ELECTION AS DIRECTOR: BERNARD J. For For Management DUROC-DANNER 6 ELECTION AS DIRECTOR: ROBERT K. MOSES, For For Management JR. 7 ELECTION OF DIRECTOR: ROBERT A. RAYNE For For Management 8 Ratify Auditors For For Management

----- WELLS FARGO AND COMPANY Ticker: WFC

Security ID: 949746101 Meeting Date: APR 29, 2008 Meeting Type: Annual Record Date: FEB 29, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director John S. Chen For For Management 2 Elect Director Lloyd H. Dean For For Management 3 Elect Director Susan E. Engel For For Management 4 Elect Director Enrique Hernandez, Jr. For For Management 5 Elect Director Robert L. Joss For For Management 6 Elect Director Richard M. Kovacevich For For Management 7 Elect Director Richard D. McCormick For For Management 8 Elect Director Cynthia H. Milligan For Against Management 9 Elect Director Nicholas G. Moore For For Management 10 Elect Director Philip J. Quigley For Against Management 11 Elect Director Donald B. Rice For Against Management 12 Elect Director Judith M. Runstad For For Management 13 Elect Director Stephen W. Sanger For For Management 14 Elect Director John G. Stumpf For For Management 15 Elect Director Susan G. Swenson For For Management 16 Elect Director Michael W. Wright For Against Management 17 Ratify Auditors For For Management 18 Amend Executive Incentive Bonus Plan For For Management 19 Amend Omnibus Stock Plan For For Management 20 Require Independent Board Chairman Against For Shareholder 21 Advisory Vote to Ratify Named Executive Against For Shareholder Officers' Compensation 22 Pay For Superior Performance Against For Shareholder 23 Report on Human Rights Investment Against Against Shareholder Policies 24 Adopt EEO Policy Without Reference to Against Against Shareholder Sexual Orientation 25 Report on Racial and Ethnic Disparities Against Against Shareholder in Loan Pricing

----- WESTERN UNION CO Ticker: WU

Security ID: 959802109 Meeting Date: MAY 23, 2008 Meeting Type: Annual Record Date: MAR 24, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Jack M. Greenberg For For Management 2 Elect Director Alan J. Lacy For For Management 3 Elect Director Linda Fayne Levinson For For Management 4 Ratify Auditors For For Management

----- WILLIAMS COMPANIES, INC.,

THE Ticker: WMB Security ID: 969457100 Meeting Date: MAY 15, 2008 Meeting Type: Annual Record Date: MAR 24, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1 Elect Director Joseph R. Cleveland For For Management 2 Elect Director Juanita H. Hinshaw For For Management 3 Elect Director Frank T. Macinnis For For Management 4 Elect Director Steven J. Malcolm For For Management 5 Elect Director Janice D. Stoney For For Management 6 Ratify Auditors For For Management

----- WYNDHAM

WORLDWIDE CORP Ticker: WYN Security ID: 98310W108 Meeting Date: APR 24, 2008 Meeting Type: Annual Record Date: MAR 3, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director James E. Buckman For For Management 1.2 Elect Director George Herrera For For Management 2 Ratify Auditors For For Management

----- XEROX CORP. Ticker: XRX Security ID:

984121103 Meeting Date: MAY 22, 2008 Meeting Type: Annual Record Date: MAR 24, 2008 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Glenn A. Britt For For Management 1.2 Elect Director Ursula M. Burns For For Management 1.3 Elect Director Richard J. Harrington For For Management 1.4 Elect Director William Curt Hunter For For Management 1.5 Elect Director Vernon E. Jordan, Jr. For For Management 1.6 Elect Director Robert A. McDonald For For Management 1.7 Elect Director Anne M. Mulcahy For For Management 1.8 Elect Director N. J. Nicholas, Jr. For For Management 1.9 Elect Director Ann N. Reese For For Management 1.10 Elect Director Mary Agnes Wilderotter For For Management 2 Ratify Auditors For For Management 3 Adopt Majority Voting for

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Uncontested For For Management Election of Directors 4 Report on Vendor Human Rights Standards Against  
Against Shareholder ===== END NPX REPORT SIGNATURES Pursuant to the requirements of the  
Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the  
undersigned, thereunto duly authorized. Old Mutual/Claymore Long-Short Fund By: /s/ J. Thomas Futrell  
----- Name: J. Thomas Futrell Title: Chief Executive Officer Date: August 28, 2008