



PEARSON PLC

80 STRAND
LONDON WC2R 0RL
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FACSIMILE +44 20 7010 6060
www.pearson.com

5 May 2005

RNS
The London Stock Exchange
Old Broad Street
London
EC2N 1HP

AVS No: 471026


Dear Sirs

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 4 May 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 118,845,348 shares, now represents 14.79% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached to this fax.

Yours faithfully


Stephen Jones
Deputy Secretary



Capital GroupSM
Companies

RECEIVED

10 MAY 2005

The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

Phone (213) 486 9200
Fax (213) 486 9698

BY FAX - ORIGINAL IN POST
(44 207 010 6633)

3 May 2005

Pearson plc
80 Strand
London WC2R 0RK
UK

Re: Section 198 Notification

Company Secretary:

Enclosed is a Section 198 Notification dated 2 May 2005.

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.

For the purposes of this Notification an outstanding share balance of 803,552,230 shares was used to calculate the percentages of holdings of the relevant share capital which determine the notifiable interest. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions to this Notification.

Should you have questions or require additional information, please contact Gina Martinez or Greg Dickinson at (213)615-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at GRGroup@capgroup.com.

Regards,

Vivien Tan
Compliance Associate

198/90/1

To: Pearson plc
80 Strand
London WC2R 0RK
UK

Date: 2 May 2005

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 (803,552,230 shares outstanding)

Number of shares in which the Companies have an interest:

118,845,348

Name(s) of registered holder(s):

See Schedule B

As of 2 May 2005

Pearson plc

	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
<u>The Capital Group Companies, Inc. ("CG") holdings</u>	118,845,348	14.790%

Holdings by CG Management Companies and Funds:

• Capital Guardian Trust Company

56,215,659

6.996%

• Capital International Limited

16,856,174

2.098%

• Capital International S.A.

5,442,749

0.677%

• Capital International, Inc.

12,963,494

1.613%

• Capital Research and Management Company

27,367,272

3.406%

Schedule of holdings in Pearson plc
As of 2 May 2005

Capital Guardian Trust Company

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	7,221,818
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	1,870,658
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	286,709
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	1,500
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	24,978,080
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	761,835
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	5,925,475
Cede & Co. 55 Water Street New York, NY 10006	136,363

Deutsche Bank Mannheim

2,200

Bankers Trust
59 1/2 Southmark Street
2nd Floor
London SE1 0HH

1,878,800

Barclays Bank
Barclays Global Securities Services
8 Angel Court
London EC2R 7HT

427,800

Citibank London
11 Old Jewry
London EC2R 8D8
UK

11,100

Royal Trust

14,500

Brown Bros.
One Mellon Bank Center
Pittsburgh, PA 15258

60,600

Nortrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

8,558,582

Royal Bank of Scotland
Regents House, 42, Islington High St
London N1 8XL
UK

113,300

MSS Nominees Limited
Midland Bank plc
Mariner House, Pepys
London EC3N 4DA

51,200

State Street Bank & Trust Co.

67,000

Citibank

13,600

RBSTB Nominees Ltd.
67 Lombard St
London EC3 3DL
United Kingdom

2,200

Citibank NA
Toronto

45,500

Deutsche Bank AG
23 Great Winchester Street
London EC2P 2AX
United Kingdom

2,100

HSBC Bank plc
Securities Services, Mariner House
Peyps Street
London EC3N 4DA

13,600

Mellon Bank N.A.
London Branch
London
United Kingdom

187,900

ROY Nominees Limited
71N Queen Victoria Street
London EC4V 4DE
United Kingdom

45,800

Mellon Nominees (UK) Limited
150 Buchanan Street
Glasgow G1 2DY
United Kingdom

1,903,904

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

43,900

JP Morgan Chase Bank

1,589,635

TOTAL **56,215,659**

Capital International Limited

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	577,962
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	4,024,619
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,212,588
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,842,315
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	78,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	258,571
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	67,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	129,766

Morgan Guaranty
83 Pall Mall
London SW1Y 5ES
UK

284,300

Northrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

3,068,146

Royal Bank of Scotland
Regents House, 42, Islington High St
London N1 8XL
UK

850,600

MSS Nominees Limited
Midland Bank plc
Mariner House, Pepps
London EC3N 4DA

91,200

State Street Bank & Trust Co.

411,100

National Westminster Bank

81,700

Lloyds Bank
Central Settlement Section
Branches Stock Office
34 Threadneedle Street

53,600

Citibank NA
Toronto

23,500

Deutsche Bank AG
23 Great Winchester Street
London EC2P 2AX
United Kingdom

1,319,836

HSBC Bank plc Securities Services, Mariner House Peyps Street London EC3N 4DA	1,051,630
Mellon Bank N.A. London Branch London United Kingdom	43,316
KAS UK Kass Associate P.O.Box 178 1000 AD Amsterdam	61,425
Bank One London	199,600
Clydesdale Bank plc	99,500
JP Morgan Chase Bank	25,500

TOTAL **16,856,174**

Capital International S.A.

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	16,036
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	27,700
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,725,942
Credit Suisse London Branch 24 Bishopsgate London EC2N4BQ UK	20,000
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	744,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	317,318
Pictet & Cie, Geneva	10,900
Citibank London 11 Old Jewry London EC2R 8D8 UK	21,200

Brown Bros.
One Mellon Bank Center
Pittsburgh, PA 15258

117,000

Northrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

11,300

Morgan Stanley

12,900

Royal Bank of Scotland
Regents House, 42, Islington High St
London N1 8XL
UK

130,018

J.P. Morgan

577,883

State Street Bank & Trust Co.

45,600

National Westminster Bank

35,200

Lloyds Bank
Central Settlement Section
Branches Stock Office
34 Threadneedle Street

44,300

RBSTB Nominees Ltd.
67 Lombard St
London EC3 3DL
United Kingdom

60,100

Deutsche Bank AG
23 Great Winchester Street
London EC2P 2AX
United Kingdom

89,752

HSBC Bank plc
Securities Services, Mariner House
Peyps Street
London EC3N 4DA

410,900

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

24,200

TOTAL

5,442,749

Capital International, Inc.

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	4,327,457
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	1,308,336
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	52,600
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,991,850
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	334,600
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	51,500
Citibank London 11 Old Jewry London EC2R 8D8 UK	109,000
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	238,100

Nortrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

902,998

Royal Bank of Scotland
Regents House, 42, Islington High St
London N1 8XL
UK

237,500

State Street Bank & Trust Co.

961,096

Sumitomo Trust & Banking
Fiduciary & Securities Business Dept.
1-5 Nihonbashi - Honcho 4-chome
Cho-ku, Tokyo 103

89,500

Citibank

28,800

RBSTB Nominees Ltd.
67 Lombard St
London EC3 3DL
United Kingdom

52,000

Citibank NA
Toronto

491,957

State Street Australia Limited
Australia

68,000

HSBC Bank plc
Securities Services, Mariner House
Peeps Street
London EC3N 4DA

196,600

JP Morgan Chase Bank

521,600

TOTAL

12,963,494

Capital Research and Management Company

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	750,000
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	26,617,272
TOTAL	27,367,272