



PEARSON PLC

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23 November 2005

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

AVS No: 599874

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 23 November 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 88,364,483 shares, now represents 10.991% 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

Jennifer Burton
Assistant Company Secretary

To: Pearson plc
80 Strand
London WC2R 0RK
UK

198/90/1

Date: 21 November 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 (803,997,162 shares outstanding)

Number of shares in which the Companies have an interest:

88,364,483

Name(s) of registered holder(s):

See Schedule B

As of 21 November 2005

Pearson plc

The Capital Group Companies, Inc. ("CG") holdings

<u>Number of Shares</u>	<u>Percent of Outstanding</u>
88,364,483	10.991%

Holdings by CG Management Companies and Funds:

• Capital Guardian Trust Company	33,609,769	4.180%
• Capital International Limited	15,287,891	1.901%
• Capital International S.A.	3,300,529	0.411%
• Capital International, Inc.	5,399,022	0.672%
• Capital Research and Management Company	30,767,272	3.827%

Schedule A

**Schedule of holdings in Pearson plc
As of 21 November 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	4,049,858
Bank of New York Nominees Bank of New York 3 Birchlin Lane London EC3V 9BY	1,396,003
Northern Trust, c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	262,109
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	2,700
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	14,618,853
BT Globenet Nominees Ltd, 1 Appold Street Broadgate London EC2A 2HE	566,435
Midland Bank plc 5 Laurence Poultney Hill EC4R 0E, United Kingdom	3,598,485
Cede & Co, 55 Water Street New York, NY 10006	190,963

Deutsche Bank Mannheim

2,200

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

1,291,200

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

115,800

Citibank London
 11 Old Jewry
 London EC2R 8D8
 UK

11,100

Royal Trust

18,300

Brown Bros.
 One Mellon Bank Center
 Pittsburgh, PA 15258

42,593

Northrust Nominees
 155 Bishopsgate
 London EC2M 3XS
 United Kingdom

4,769,797

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

80,100

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

61,200

State Street Bank & Trust Co.	53,000
Citibank	8,800
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	2,200
Citibank NA Toronto	44,500
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	2,100
HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA	3,800
Mellon Bank N.A. London Branch London United Kingdom	126,400
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	35,600
Mellan Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	1,272,406

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

42,200

JP Morgan Chase Bank

941,067

TOTAL 33,609,769

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	192,862
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	2,838,048
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,680,938
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	3,356,615
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	83,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	248,071
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	67,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	113,966

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Morgan Guaranty
83 Pall Mall
London SW1Y 5ES
UK

284,300

Notrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

2,178,282

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

790,100

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

91,200

State Street Bank & Trust Co.

454,400

National Westminster Bank

120,300

Lloyds Bank
Central Settlement Section
Branches Stock Office
34 Threadneedle Street

58,700

Citibank NA
Toronto

23,500

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

1,137,568

Chase Manhattan Nominee Ltd. 48,300
Australia

HSBC Bank plc 988,300
Securities Services, Mariner House
Pepps Street
London EC3N 4DA

Mellon Bank N.A. 165,516
London Branch
London
United Kingdom

KAS UK 61,425
Kass Associate
P.O. Box 178
1000 AD Amsterdam

Bank One London 212,600

Clydesdale Bank plc 77,000

JP Morgan Chase Bank 15,500

TOTAL 15,287,891

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	35,800
Chase Nominees Limited Woodgate House Coleman Street London EC2P 2HD	1,146,342
Credit Suisse London Branch 24 Bishopsgate London EC2N4BQ UK	30,000
Midland Bank plc 5 Laurence Poufney Hill EC4R 0E, United Kingdom	314,100
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	142,918
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	44,300
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	11,300

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Morgan Stanley	12,900
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	130,018
J.P. Morgan	860,083
National Westminster Bank	24,900
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street	29,600
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	67,352
HSBC Bank plc Securities Services, Mariner House Paps Street London EC3N 4DA	354,080
HSBC 2 Leboh Ampang 50100 Kuala Lumpur, Malaysia	20,700
TOTAL	3,300,529

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	1,711,457
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	615,105
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	19,400
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	1,158,650
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom	151,400
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	34,600
Citibank London 11 Old Jewry London EC2R 8D8 UK	63,200
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	82,400

Nortrust Nominees
 155 Bishopsgate
 London EC2M 3XS
 United Kingdom

390,857

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

38,400

State Street Bank & Trust Co.

479,596

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

22,300

Citibank

18,900

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

23,600

Citibank NA
 Toronto

246,757

State Street Australia Limited
 Australia

29,500

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

89,300

Schedule B

JP Morgan Chase Bank

223,600

TOTAL 5,399,022

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	30,017,272
TOTAL	30,767,272