



PEARSON PLC

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28 November 2005

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

AVS No: 437199

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 28 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 86,317,982 shares, now represents 10.736% 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

198/90/1

To: Pearson plc
80 Strand
London WC2R 0RK
UK

Date: 24 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:

86,317,982

Name(s) of registered holder(s):

See Schedule B

As of 24 November 2005

Pearson plc

<u>Number of Shares</u>	<u>Percent of Outstanding</u>
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The Capital Group Companies, Inc. ("CG") Holdings

86,317,982	10.736%
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Holdings by CG Management Companies and Funds:

• Capital Guardian Trust Company	32,099,768	3.993%
• Capital International Limited	15,230,191	1.895%
• Capital International S.A.	3,226,929	0.401%
• Capital International, Inc.	4,985,822	0.620%
• Capital Research and Management Company	30,767,272	3.827%

Schedule A

**Schedule of holdings in Pearson plc
As of 24 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	3,891,558
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	1,326,803
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	257,509
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Janison Street Sydney, NSW 2000 Australia	2,700
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	13,894,152
BT Gldbenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	542,635
Midland Bank plc 5 Laurence Pouney Hill EC4R 0E, United Kingdom	3,443,385
Cede & Co. 55 Water Street New York, NY 10006	189,863

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Deutsche Bank Mannheim	2,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	1,230,200
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	110,000
Citibank London 11 Old Jewry London EC2R 8D8 UK	10,200
Royal Trust	17,100
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	38,293
Northtrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	4,586,297
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	75,300
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	58,400

State Street Bank & Trust Co.	51,200
Citibank	8,800
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	2,200
Citibank NA Toronto	43,500
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	2,100
HSBC Bank plc Securities Services, Mariner House Peeps Street London EC3N 4DA	3,800
Mellon Bank N.A. London Branch London United Kingdom	120,100
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	34,200
Mellon Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	1,220,906

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

40,500

JP Morgan Chase Bank

895,867

TOTAL 32,099,768

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	191,662
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	2,836,648
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,678,038
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	3,348,015
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

Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK	284,300
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	2,172,582
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	789,100
MSS Nominees Limited Midland Bank plc Mariner House, Peppys London EC3N 4DA	91,200
State Street Bank & Trust Co.	450,100
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 28 Great Winchester Street London EC2P 2AX United Kingdom	1,112,968

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Chase Manhattan Nominee Ltd.
Australia

48,300

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

988,300

Mellon Bank N.A.
London Branch
London
United Kingdom

165,516

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

61,425

Bank One London

212,600

Clydesdale Bank plc

77,000

JP Morgan Chase Bank

15,500

TOTAL 15,238,191

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	1,104,842
Credit Suisse London Branch 24 Bishopsgate London EC2M4BQ UK	30,000
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom	295,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	135,116
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	40,100
Northtrust 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	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 Peeps Street London EC3N 4DA	352,580
HSBC 2 Leboh Ampang 50100 Kuala Lumpur, Malaysia	20,700
TOTAL	3,226,929

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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	1,591,257
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	569,205
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	16,600
Chase Nominees Limited Woodgate House Coleman Street London EC2P 2HD	1,074,950
Midland Bank plc 5 Laurence Pounsey Hill EC4R 0E, United Kingdom	141,300
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	32,900
Citibank London 11 Old Jewry London EC2R 8DB UK	58,900
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	76,300

Nortrust Nominees 165 Bishopsgate London EC2M 3XS United Kingdom	333,757
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	34,100
State Street Bank & Trust Co.	449,996
Sumitomo Trust & Banking Fiduciary & Securities Business Dept. 1-5 Nihonbashi - Honcho 4-chome Cho-ku, Tokyo 103	20,900
Citibank	17,700
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	22,200
Citibank NA Toronto	226,157
State Street Australia Limited Australia	27,900
HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA	84,400

JP Morgan Chase Bank

207,300

TOTAL 4,985,822

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