



PEARSON PLC

80 STRAND
LONDON WC2R 0RL
TELEPHONE +44 20 7010 2000
FACSIMILE +44 20 7010 6060
www.pearson.com

10 January 2006

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

AVS No: 107552

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 9 January 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 71,946,627 shares, now represents 8.946% 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 0RL, UK

Date: 5 January 2006

AMENDED 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 (804,273,040 shares outstanding)

Number of shares in which the Companies have an interest:

71,946,627

Name(s) of registered holder(s):

See Schedule B

As of 5 January 2006

Pearson plc

<u>Number of</u>	<u>Percent of</u>
<u>Shares</u>	<u>Outstanding</u>

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

71,946,627	8.946%
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Holdings by CG Management Companies and Funds:

<ul style="list-style-type: none"> • Capital Guardian Trust Company • Capital International Limited • Capital International S.A. • Capital International, Inc. • Capital Research and Management Company 	<table border="0"> <tr> <td style="text-align: right;">25,171,241</td> <td style="text-align: right;">3.130%</td> </tr> <tr> <td style="text-align: right;">12,317,420</td> <td style="text-align: right;">1.531%</td> </tr> <tr> <td style="text-align: right;">2,195,109</td> <td style="text-align: right;">0.273%</td> </tr> <tr> <td style="text-align: right;">2,995,585</td> <td style="text-align: right;">0.372%</td> </tr> <tr> <td style="text-align: right;">29,267,272</td> <td style="text-align: right;">3.639%</td> </tr> </table>	25,171,241	3.130%	12,317,420	1.531%	2,195,109	0.273%	2,995,585	0.372%	29,267,272	3.639%
25,171,241	3.130%										
12,317,420	1.531%										
2,195,109	0.273%										
2,995,585	0.372%										
29,267,272	3.639%										

Schedule of holdings in Pearson plc
As of 5 January 2006

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	3,146,558
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	997,803
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	161,800
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	10,171,534
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	448,335
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	2,709,585
Cede & Co. 55 Water Street New York, NY 10006	180,163
Deutsche Bank Mannheim	900

Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	1,004,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	93,400
Citibank London 11 Old Jewry London EC2R 8D8 UK	5,300
Royal Trust	10,800
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	29,193
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	4,041,797
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	63,100
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	42,800
State Street Bank & Trust Co.	37,400

Citibank	8,800
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	1,100
Citibank NA Toronto	37,900
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	1,600
HSBC Bank plc Securities Services, Mariner House Peyps Street London EC3N 4DA	1,100
Mellon Bank N.A. London Branch London United Kingdom	107,000
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	24,200
Mellon Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	1,015,006
HSBC 2 Leboh Ampang 50100 Kuala Lumpur, Malaysia	30,800

JP Morgan Chase Bank

798,767

TOTAL 25,171,241

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	177,962
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	2,376,348
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,317,838
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,681,015
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	90,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	45,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	113,966

Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK	225,100
Nortrust Norminees 155 Bishopsgate London EC2M 3XS United Kingdom	1,754,182
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	782,600
MSS Nominees Limited Midland Bank plc Mariner House, Pepps London EC3N 4DA	91,200
State Street Bank & Trust Co.	386,700
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	725,868

Chase Manhattan Nominee Ltd.
Australia

48,300

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

782,600

Mellon Bank N.A.
London Branch
London
United Kingdom

97,216

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

61,425

Bank One London

181,200

Clydesdale Bank plc

77,000

JP Morgan Chase Bank

15,500

TOTAL 12,317,420

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	461,302
Credit Suisse London Branch 24 Bishopsgate London EC2N4BQ UK	30,000
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom	95,700
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	31,418
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	4,700
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	11,300

Morgan Stanley	6,200
Royal Bank of Scotland Regents House, 42, 151ington High St London N1 8XL UK	130,018
J.P. Morgan	860,083
National Westminster Bank	16,700
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street	24,800
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	327,000
HSBC 2 Leboh Ampang 50100 Kuala Lumpur, Malaysia	16,600
TOTAL	2,195,109

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	726,757
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	421,968
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	8,400
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	862,350
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	57,400
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	23,900
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	252,557
State Street Bank & Trust Co.	379,496

Citibank

11,300

Citibank NA
Toronto

173,857

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

26,800

JP Morgan Chase Bank

50,800

TOTAL 2,995,585

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	28,517,272
TOTAL	29,267,272