



PEARSON PLC

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

20 January 2006

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

AVS No: 923166

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 19 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 63,363,751 shares, now represents 7.878% 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: 17 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 (804,299,024 shares outstanding)

Number of shares in which the Companies have an interest:

63,363,751

Name(s) of registered holder(s):

See Schedule B

As of 17 January 2006

Pearson plc

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

Holdings by CG Management Companies and Funds:

	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
• Capital Guardian Trust Company	24,078,941	2.994%
• Capital International Limited	8,397,950	1.044%
• Capital International S.A.	2,195,109	0.273%
• Capital International, Inc.	1,776,915	0.221%
• Capital Research and Management Company	26,914,836	3.346%

**Schedule of holdings in Pearson plc
As of 17 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	3,146,568
Bank of New York Nominees Bank of New York 3 Birchlin Lane London EC3V 9BY	1,001,203
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	161,800
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	1,300
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	9,655,234
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	448,335
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	2,273,185
Cede & Co. 55 Water Street New York, NY 10006	181,263

Deutsche Bank Mannheim

900

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

980,800

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

3,940,197

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

63,100

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

42,800

State Street Bank & Trust Co.	38,700
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	993,606

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

30,800

JP Morgan Chase Bank

798,767

TOTAL 24,078,941

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 Birchin Lane London EC3V 9BY	1,581,748
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	889,538
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	1,832,579
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	86,900
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	1,014,997
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	753,600
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	91,200
State Street Bank & Trust Co.	306,100
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 23 Great Winchester Street London EC2P 2AX United Kingdom	317,719

Chase Manhattan Nominee Ltd.
Australia

48,300

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

418,500

Mellon Bank N.A.
London Branch
London
United Kingdom

46,916

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

61,425

Bank One London

142,600

Clydesdale Bank plc

77,000

JP Morgan Chase Bank

15,500

TOTAL 8,397,950

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 Woolgate 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, Islington 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	310,857
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	277,868
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	467,650
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom.	35,100
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	14,900
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	243,157
State Street Bank & Trust Co.	342,596
Citibank NA Toronto	57,987

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

26,800

TOTAL 1,776,915

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 Woodgate House Coleman Street London EC2P 2HD	26,164,836
TOTAL	26,914,836