



PEARSON PLC

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28 February 2006

RNS

The London Stock Exchange
Old Broad Street
London
EC2N 1HP

AVS No: 470756

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 we have today received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Franklin Resources, Inc. equals 103,908,285 shares, representing 12.92% of the issued share capital of Pearson plc.

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

Yours faithfully

Jenni Burton
Assistant Company Secretary

JB/DC

Registered Holder	No. of Shares	% of Class
	Schedule PEARSON PLC Outstanding Shares	804,360,971
Bank of New York, London 3 Birchln Lane London, EC3V 9BY	3,406,254	0.4235%
Bank of New York, Europe	10,954	0.0013%
CEDE	42	0.0000%
Citibank Nominees Ltd. Lewisham House Molesworth Street Lewisham House SE13 7EX	1,023,326	0.1272%
Clydesdale Bank Plc	737,910	0.0917%
Euroclear Bank SA	38,407	0.0048%
HSBC Bank PLC London	861,939	0.1072%
JP Morgan/Chase Bank Woodgate House Coleman Street London, EC2P 2HD	76,825,267	9.5511%
Mellon Trust	4,460,868	0.5546%
Merrill Lynch	1,434,638	0.1784%
Northern Trust Company 155 Bishopgate London, EC2M 3XS	2,614,634	0.3251%
Royal Trust Corp of Canada London	3,782,010	0.4702%
State Street Nominees Limited 12-13 Nichols Lane London EC4N 7BN	8,712,136	1.0831%
TOTAL	103,908,285	12.92%