

8 August 2006

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

AVS No: 873743

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 8 August 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of FMR Corp. and Fidelity International Ltd, which equals 33,316,207 shares, now represents 4.14% 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



Jenni Burton
Assistant Company Secretary

Amendment 1NOTIFICATIONS UNDER SECTIONS 198 TO 202 -- U.K. COMPANIES ACT

1. Company in which shares are held: Pearson Plc

2. Notifiable Interest: Ordinary Shares

(A) FMR Corp.
82 Devonshire Street
Boston, MA 02109

Parent holding company of Fidelity Management & Research Company (FMRCO), investment manager for US mutual funds, and Fidelity Management Trust Company (FMTCT), a US state chartered bank which acts as a trustee or investment manager of various pension and trust accounts. (See Schedule A for listing of Registered Shareholders and their holdings).

(B) Fidelity International Limited (FIL)
P.O. Box HM 670
Hamilton HM CX, Bermuda

Parent holding company for various direct and indirect subsidiaries, including Fidelity Investment Services Ltd. (FISL), Fidelity Gestion (FIGEST), Fidelity Investments Advisory (Korea) Limited (FIATKL), Fidelity Investments Management (Hong Kong) Limited (FIMHK), Fidelity Pension Management (FPM), Fidelity Investments Japan (FIJ) and Fidelity Investments International (FI), investment managers for various non-US investment companies and institutional clients.

3. The notifiable interests also comprise the notifiable interest of:

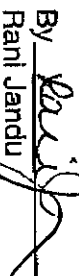
Mr. Edward C. Johnson 3d
82 Devonshire Street
Boston, MA 02109

A principal shareholder of FMR Corp. and Fidelity International Limited.

4. The notifiable interests include interest held on behalf of authorized unit trust schemes in the U.K., notwithstanding the exemption from reporting pursuant to Section 209 (1)(h) of the Companies Act 1985.

5. These notifications of disclosable interests constitute separate notifications of interest in the shares and are combined solely for the purposes of clarity and efficiency. Nothing herein should be taken to indicate that FMR Corp. and its direct and indirect subsidiaries, Fidelity International Limited and its direct and indirect subsidiaries or Mr. Edward C. Johnson 3d act as a group or in concert in respect of the disclosed interests, or that they are required to submit these notifications on a joint basis.

6. The disclosable interests arise under section 208 (4) (b) of the Act, namely where a person, not being the registered holder, is entitled to exercise a right conferred by the holding of the shares or to control the exercise of such rights, or under section 203 of the Act respectively.

By  _____

Rani Jandu Reporting Senior Manager, FIL – Investment Compliance
Duly authorized under Powers of Attorney dated August 25, 2004 by Eric D. Roiter
by and on behalf of FMR Corp. and its direct and indirect subsidiaries, and Fidelity
International Limited and its direct and indirect subsidiaries.

Schedule A

Amendment 12

Security: PEARSON PLC

Current ownership percentage:

4.14%

Total Shares Held

33,316,207

Shares in issue:

805,388,419

Change in holdings since last filing:

+8,536,635 ordinary shares

SHARES HELD	MANAGEMENT COMPANY	NOMINEE/REGISTERED NAME
6,094,537	FPM	JP MORGAN, BOURNEMOUTH
2,008,200	FPM	JP MORGAN, BOURNEMOUTH
1,490,300	FPM	NORTHERN TRUST LONDON
545,900	FPM	MELLON BANK
477,200	FPM	STATE STR BK AND TR CO LNDN (S
337,700	FPM	BANK OF NEW YORK BRUSSELS
325,700	FPM	BANKERS TRUST LONDON
135,600	FPM	MIDLAND SECURITIES SERVICES
691,228	FMRCO	JPMORGAN CHASE BANK
18,800	FMRCO	STATE STREET BANK AND TR CO
3,420,754	FISL	JP MORGAN, BOURNEMOUTH
16,321,700	FIL	BROWN BROS HARRIMN LTD LUX
1,227,588	FIL	JP MORGAN, BOURNEMOUTH
152,400	FIL	BANK OF NEW YORK BRUSSELS
68,600	FIL	NORTHERN TRUST LONDON