



PEARSON PLC

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24 August 2006

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

AVS No: 472278

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 23 August 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of Barclays PLC, which equals 28,245,740 shares, now represents 3.51% 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

Jenxi Burton
Assistant Company Secretary

LEGAL ENTITY REPORT

PEARSON

SEDOL : 0263494

As at 18 August 2006 Barclays PLC, through the legal entities listed below, had a notifiable interest in 28,245,740 ORD GBP0.25 representing 3.51% of the issued share capital of 805,542,651 units

Legal Entity

	Holding	Percentage Held
Barclays Bank Trust Company Ltd	37,201	0.0046
Barclays Capital Securities Ltd	8,460,297	1.0516
Barclays Life Assurance Co Ltd	1,073,619	0.1334
Barclays Capital Inc	538,459	0.0669
Barclays Private Bank Ltd	22,104	0.0027
Barclays Global Investors Japan Trust & Banking	902,271	0.1122
Barclays Global Fund Advisors	2,655,984	0.3301
Barclays Global Investors, N.A.	5,628,480	0.6996
Barclays Private Bank and Trust Ltd	2,000	0.0002
Barclays Global Investors Ltd	6,706,217	0.8336
Gerrard Ltd	1,969,577	0.2448
Barclays Global Investors Canada Ltd	57,296	0.0071
Barclays Global Investors Japan Ltd	86,989	0.0108
Barclays Global Investors Australia Ltd	71,338	0.0089
Barclays Private Bank and Trust Ltd	33,908	0.0042
Group Holding	28,245,740	3.5107

As at 18 August 2006 Barclays PLC, through the registered holders listed below, had a notifiable interest in 28,245,740 ORD GBP0.025 representing 3.51% of the issued share capital of 805,542,651 units.

Registered Holder	Account Designation	Holding
BANK OF NEW YORK		56,892
BARCLAYS CAPITAL NOMINEES LIMITED		289,747
BARCLAYS CAPITAL NOMINEES LIMITED		7,565,495
BARCLAYS CAPITAL NOMINEES LIMITED		594,583
Barclays Capital Securities Ltd.		248,712
Barclays Capital Securities Ltd.		300,219
Barclays Global Investors Canada		57,296
Barclays Trust Co & Others		485
Barclays Trust Co DMC69	C 000000000000000000	19,808
Barclays Trust Co E99	C 000000000000000000	255
Barclays Trust Co R69	C 000000000000000000	16,653
CHASE NOMINEES LTD	16376	389,562
CHASE NOMINEES LTD	28270	266,201
Clydesdale Nominees HGB0125	69326901	4,000
Clydesdale Nominees HGB0125	69447801	19,000
Clydesdale Nominees HGB0125	120142001	10,000
Clydesdale Nominees HGB0225	120146302	908
Gerrard Nominees Limited	602698	445
Gerrard Nominees Limited	617906	1,590
Gerrard Nominees Limited	633484	445
Gerrard Nominees Limited	635860	1,000
Gerrard Nominees Limited	637739	584
Gerrard Nominees Limited	643975	2,000
Gerrard Nominees Limited	654151	1,800
Gerrard Nominees Limited	660574	300
Gerrard Nominees Limited	768557	1,975
Greig Middleton Nominees Limited (GM1)		67,784
INVESTORS BANK AND TRUST CO.		2,131,500
INVESTORS BANK AND TRUST CO.		201,690

INVESTORS BANK AND TRUST CO.		54,880
INVESTORS BANK AND TRUST CO.		22,945
INVESTORS BANK AND TRUST CO.		136,434
INVESTORS BANK AND TRUST CO.		244,969
INVESTORS BANK AND TRUST CO.		3,879,543
INVESTORS BANK AND TRUST CO.		821,923
INVESTORS BANK AND TRUST CO.		74,323
INVESTORS BANK AND TRUST CO.		67,778
INVESTORS BANK AND TRUST CO.		100,670
INVESTORS BANK AND TRUST CO.		12,687
INVESTORS BANK AND TRUST CO.		5,816
JP MORGAN (BGI CUSTODY)	16331	209,855
JP MORGAN (BGI CUSTODY)	16338	47,611
JP MORGAN (BGI CUSTODY)	16341	435,500
JP MORGAN (BGI CUSTODY)	16342	100,640
JP MORGAN (BGI CUSTODY)	16400	6,282,286
JP MORGAN (BGI CUSTODY)	17011	13,812
JP MORGAN (BGI CUSTODY)	18408	34,369
JPMorgan Chase Bank		22,646
JPMorgan Chase Bank		434,633
JPMorgan Chase Bank		6,547
JPMorgan Chase Bank		49,043
JPMORGAN CHASE BANK		71,338
JPMorgan Chase Bank		107,846
JPMorgan Chase Bank		80,839
JPMorgan Chase Bank		39,715
JPMorgan Chase Bank		7,566
JPMorgan Chase Bank		116,567
JPMorgan Chase Bank		8,574
JPMORGAN CHASE BANK		26,168
JPMorgan Chase Bank		7,651
JPMorgan Chase Bank		85,827
Mellon Trust - US CUSTODIAN /		31,639
Mitsui Asset		13,048
R C Greig Nominees Limited		1,028,952
R C Greig Nominees Limited a/c AK1		457,681

R C Greig Nominees Limited a/c BL1		111,077
R C Greig Nominees Limited a/c CM1		64,798
R C Greig Nominees Limited GP1		148,948
R C Greig Nominees Limited GP1	234092	750
R C Greig Nominees Limited SA1		79,448
Reflex Nominees Limited		2,000
STATE STREET BANK AND TRUST CO		675
STATE STREET BOSTON		413,932
Trust & Custody Services Bank		8,127
Trust & Custody Services Bank		631
ZEBAN NOMINEES LIMITED		22,104
Total		28,245,740