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2006 OCT -4 P 12: 21

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



06017325

22 September 2006

Pearson plc  
Submission Pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934 - File number: 82-4019

SUPPL

Dear Sirs

On behalf of Pearson plc, a company duly organised under the laws of England and Wales (the "Company"), I am furnishing the following information pursuant to Rule 12g3-2(b) (1) (iii) under the United States Securities Exchange Act of 1934 (the "Act") in order to maintain the Company's exemption from the reporting requirements of Section 12 (g) of the Act available to foreign private issuers pursuant to Rule 12g3-2(b) thereunder:

**Press Releases:-**

- 8 August *Change of interest in shares*
- 16 August *Change of interest in shares*
- 24 August *Change of interest in shares*

Any questions concerning this submission may be directed to me at the address and telephone number above.

Please acknowledge receipt of this letter by stamping and returning the enclosed duplicate of this letter to me in the enclosed self-addressed stamped envelope.

Very truly yours

*C. Abraham*

pp. Stephen Jones  
Deputy Secretary

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attention: Office of International Corporate Finance  
Division of Corporation Finance  
Mail Stop 3-9

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# Change of interest in shares

08 August 2006



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RECEIVED  
2006 OCT -4 10:12:01  
OFFICE OF THE SECRETARY OF  
COMMUNICATIONS

8 August 2006

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

AVS No: 873743

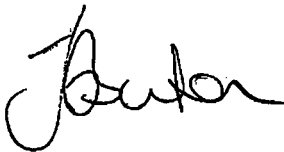
Dear Sirs

**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 1

NOTIFICATIONS 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 (FMTC), 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 HMCX, Bermuda

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

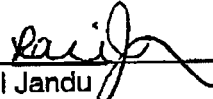
3. The notifiable interests also comprise the notifiable interest of:

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

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

## 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:	+8,636,635 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

## Change of interest in shares

16 August 2006



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16 August 2006

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Old Broad Street  
London  
EC2N 1HP

AVS No: 864591

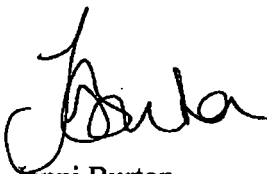
Dear Sirs

**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 16 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 40,387,491 shares, now represents 5.01% 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 13

NOTIFICATIONS 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 (FMTTC), 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 HMCX, Bermuda

Parent holding company for various direct and indirect subsidiaries, including Fidelity Investment Services Ltd. (FISL), Fidelity Gestion (FIGEST), Fidelity Investments Advisory (Korea) Limited (FIA[K]L), 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.

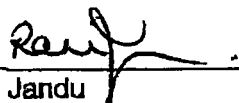
3. The notifiable interests also comprise the notifiable interest of:

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

Regulatory 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.

Security: PEARSON PLC

Current ownership percentage: 5.01%

Total Shares Held 40,387,491

Shares In Issue: 805,515,328

Change in holdings since last filing: +7,071,284 ordinary shares

SHARES HELD	MANAGEMENT COMPANY	NOMINEE/REGISTERED NAME
7,215,637	FPM	JP MORGAN, BOURNEMOUTH
2,378,700	FPM	JP MORGAN, BOURNEMOUTH
1,543,200	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
300	FMTG	BROWN BROTHERS HARRIMAN AND CO
1,905,628	FMRG	JPMORGAN CHASE BANK
27,900	FMRG	STATE STREET BANK AND TR CO
3,520,487	FISL	JP MORGAN, BOURNEMOUTH
20,505,451	FIL	BROWN BROS HARRIMN LTD LUX
1,227,588	FIL	JP MORGAN, BOURNEMOUTH
152,400	FIL	BANK OF NEW YORK BRUSSELS
88,100	FIL	NORTHERN TRUST LONDON

## Change of interest in shares

24 August 2006



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24 August 2006

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EC2N 1HP

AVS No: 472278

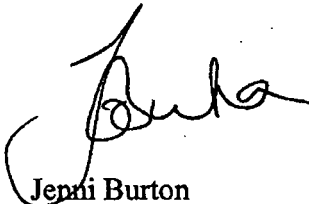
Dear Sirs

**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



Jenni 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
<b>Group Holding</b>	<b>28,245,740</b>	<b>3.5107</b>

As at 18 August 2006 Barclays PLC, through the registered holders listed below, had a notifiable interest in 28,245,740 ORD GBPO.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 00000000000000000000	19,808
Barclays Trust Co E99	C 00000000000000000000	255
Barclays Trust Co R69	C 00000000000000000000	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
INVESTORS BANK AND TRUST CO.	209,855
JP MORGAN (BGI CUSTODY)	47,611
JP MORGAN (BGI CUSTODY)	435,500
JP MORGAN (BGI CUSTODY)	100,640
JP MORGAN (BGI CUSTODY)	6,282,286
JP MORGAN (BGI CUSTODY)	13,812
JP MORGAN (BGI CUSTODY)	34,369
JP MORGAN (BGI CUSTODY)	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
JPMorgan Chase Bank	31,639
Mellon Trust - US CUSTODIAN /	13,048
Mitsui Asset	1,028,952
R C Greig Nominees Limited	457,681
R C Greig Nominees Limited a/c AK1	

16331  
16338  
16341  
16342  
16400  
17011  
18408



R C Greig Nominees Limited a/c BL1  
 R C Greig Nominees Limited a/c CM1  
 R C Greig Nominees Limited GP1  
 R C Greig Nominees Limited GP1  
 R C Greig Nominees Limited SA1  
 Reflex Nominees Limited  
 STATE STREET BANK AND TRUST CO  
 STATE STREET BOSTON  
 Trust & Custody Services Bank  
 Trust & Custody Services Bank  
 ZEBAN NOMINEES LIMITED

	111,077
	64,798
	148,948
234092	750
	79,448
	2,000
	675
	413,932
	8,127
	631
	22,104
<b>Total</b>	<b>28,245,740</b>