

INTERACTIVE DATA CORP/MA/
Form 4
January 09, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON PLC

2. Issuer Name and Ticker or Trading Symbol
INTERACTIVE DATA CORP/MA/
[IDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

80 STRAND,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2006

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

LONDON, X0 WC2R 0RL

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 01/06/2006 | | P ⁽¹⁾ | | 1,130,739 | A | \$ 21.67 |
| | | | | | 57,554,795 | D ⁽²⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON PLC 80 STRAND LONDON, X0 WC2R 0RL | | X | | |
| Pearson Overseas Holdings Ltd. 80 STRAND LONDON, X0 WC2R 0RL | | X | | |
| Pearson Netherlands BV CONCERTGEBOUWPLEIN 25 AMSTERDAM, P7 1071 LM | | X | | |
| PEARSON INC 1330 AVENUE OF THE AMERICAS 7TH FLOOR NEW YORK, NY 10019 | | X | | |
| Pearson Longman, Inc. C/O PEARSON INC 1330 AVENUE OF THE AMERICAS, 7TH FLOOR NEW YORK, NY 10019 | | X | | |
| Pearson DBC Holdings Inc. C/O PEARSON INC 1330 AVENUE OF THE AMERICAS, 7TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| Pearson plc, Philip Hoffman, Secretary | 01/06/2006 |
| **Signature of Reporting Person | Date |
| Pearson Overseas Holdings Ltd, Stephen Jones, Secretary | 01/06/2006 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| Pearson Netherlands B.V., Jan Francis van der Drift, Director | 01/06/2006 |
| <u>Signature of Reporting Person</u> | Date |
| Pearson Inc., Pearson Longman, Inc., Pearson DBC Holdings Inc., Thomas Wharton, Vice President | 01/06/2006 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a private stock sale and purchase transaction whereby Pearson DBC Holdings Inc. ("DBC Holdings") purchased 1,130,739 shares of common stock ("Common Stock") of the Issuer.
The Reporting Persons other than DBC Holdings may be deemed beneficial owners due their direct or indirect ownership of DBC
- (2) Holdings. Such Reporting Persons disclaim beneficial ownership of these shares of Common Stock except to the extent of its pecuniary interest derived through its ownership interest in DBC Holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.