



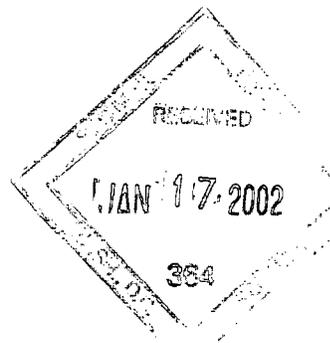
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Securities and Exchange Commission
450 Fifth Street, N.W.
Washington DC 20549
USA



15 October 2001

SUPPL



Dear Sirs,

12g3 - 2 (b) Exemption

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed a Notification of Major Interests in Shares concerning G E Asset Management Incorporated.

Yours faithfully

Rachel Spencer
Deputy Secretary

PROCESSED

FEB 14 2002

THOMSON FINANCIAL

**U.S. POST OFFICE
DELAYED**

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

- 1) Name of company
Invensys plc

- 2) Name of shareholder having a major interest
G E Asset Management Incorporated

- 3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18
Notice is given by G E Asset Management Incorporated which manages, on a discretionary basis, the assets of various institutional investors and U.S. registered investment companies for investment purposes only.

- 4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

| | |
|--|------------|
| General Electric Pension Trust Holdings | 49,601,859 |
| General Electric Insurance Plan Trust | 2,378,376 |
| CAAT Pension Plan - GE INV | 2,440,774 |
| Ontario Pension Board | 2,883,125 |
| Caisse De Depot | 3,312,424 |
| Talvest International Equity | 410,033 |
| NAV Canada Pension Plan | 741,800 |
| Gemic - International Equity | 1,978,794 |
| WRL International Equity | 252,241 |
| Public Employees Retirement NV | 2,807,455 |
| California Public Emp Ret Sys | 4,751,397 |
| I dex International | 111,885 |
| Chrysler Corporation | 5,480,821 |
| Alberta Teachers Intl Equity | 1,489,784 |
| Elfun International Equity FD | 1,817,145 |
| Elfun Diversified Fund | 289,171 |
| GE Investments Int'l Fund-NYC | 10,178,673 |
| GE Investments Int'l Fund | 1,579,437 |
| Chrysler Veba | 1,872,582 |
| GE Investment Int'l Trade Pool | 175,167 |
| GE Investments Canada Fund - Int'l Equit | 1,012,521 |
| GE Investments Canada Fund - GLBL Equity | 85,068 |
| GE Institutional Funds | |
| - International Equity Fund | 2,634,055 |
| GE Institutional Funds | |
| - Emerging Markets Equity Fund | 87,780 |
| GE Investment Funds, Inc. - Total Return Fund | 182,982 |
| GE Investment Funds, Inc. - International Fund | 373,981 |
| GE Funds - GE Global Equity Fund | 217,650 |
| GE Funds - GE International Equity Fund | 590,034 |
| GE Funds - GE Strategic Fund | 306,455 |
| GE Funds - GE Europe Equity Fund | 105,711 |

- 5) Number of shares/amount of stock acquired

- 6) Percentage of issued class
- 7) Number of shares/amount of stock disposed
- 8) Percentage of issued class
- 9) Class of security
Ordinary shares of 25p each
- 10) Date of transaction
23 July, 2001
- 11) Date company informed
9 October, 2001
- 12) Total holding following this notification
100,149,180
- 13) Total percentage holding of issued class following this notification
2.86%
- 14) Any additional information
- 15) Name of contact and telephone number for queries
**Victoria Scarth, Senior Vice President, Corporate Marketing and
Communications 020 7821 3712**
- 16) Name of company official responsible for
making this notification
Anna Holland, Assistant Secretary

Date of notification: 10 October 2001