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



17 January 2002

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 Franklin Resources Inc together with a press release that was sent to the Stock Exchange on 9 January 2002 announcing Invensys sale of the IHP Division of Brook Crompton to Lindeteves-Jacoberg for £17 million.

Yours faithfully,


PP. Rachel Spencer
Deputy Secretary

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SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

- 1) Name of company
Invensys plc

- 2) Name of shareholder having a major interest
Franklin Resources, Inc

- 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 Franklin Resources, Inc. and its affiliates, which includes Franklin Mutual Advisers, LLC and Templeton Worldwide, Inc. and its affiliates. These holdings form part of funds managed on behalf of clients.

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

Chase Nominees Ltd	- 125,438,236
Royal Trust Corp of Canada	- 13,890,588
Bank of New York (BONY)	- 1,626,900
Bank of New York Europe Ltd	- 85,279
HSBC Bank	- 875,129
Merrill Lynch	- 5,563,396
Northern Trust Co.	- 3,163,492
Bankers Trust Company	- 1,326,560
Clydesdale Bank plc	- 12,534,311
Citibank	- 646,132
State Street Bank & Trust Co.	- 6,844,601
Deutsche Bank	- 412,176
Cede & Company (ADR's)	- 201,664

- 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
7 January 2002

- 11) Date company informed
7 January 2002

- 12) Total holding following this notification
172,608,464

- 13) Total percentage holding of issued class following this notification
4.9320%

- 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
Emma Sullivan, Assistant Secretary

Date of notification: **8 January 2002**



"emailalert@hemscott.co.uk" <emailalert

09/01/2002 11:52

To: "claudine.wykes@invensys.com" <claudine.wykes@invensys.com>
cc:
Subject: News Alert: Invensys PLC - Disposal

This Email News Alert service is brought to you by Invensys and
<http://www.hemscott.net>

RNS Number:7113P

Invensys PLC

9 January 2002

09 January 2002

Invensys Sells the IHP Division of Brook Crompton to Lindeteves-Jacoberg
for
#17 million.

Invensys plc, the global automation and controls Group, today announces the
sale of the Integral Horsepower Motor ("IHP") Division of Brook Crompton to
Lindeteves-Jacoberg of Singapore for #17 million. Consideration of #17
million includes #10 million to be paid in cash and #7 million of debt to
be
transferred with the business.

Brook Crompton manufactures low voltage AC and DC electric motors with a
power
range up to 750 kW. Its motors are used in many applications including
extraction fans, cranes, elevators and ski lifts.

In the 12 months to 30th September 2001, the IHP Division of Brook Crompton
had sales of #106 million. Net assets which are the subject of this
transaction amount to approximately #70 million. Goodwill previously
written
off to reserves amounts to approximately #100 million. The business has
been
loss making over recent years and is currently undergoing a major
restructuring program.

Lindeteves-Jacoberg is listed on the Singapore Stock Exchange. It is a
diversified industrial group with interests in electric motor businesses in
China, Australia, Germany and Italy. The disposal is subject to customary
consultative procedures and is expected to complete in early 2002.

Rick Haythornthwaite, CEO of Invensys said

"Brook Crompton has been for sale and reporting through our Disposal Group
since March 2001. This transaction substantially completes the disposal of
the
Brook Crompton Group. Whilst this is a significant discount to net assets,
it
fairly represents market value considering its current trading position and
its on-going restructuring cost requirements."

Lim Say Hui, Chairman and Managing Director of LJ said

"The acquisition of Brook Crompton is a continuation of LJ's strategy of
rapidly expanding its core electric motors business and presents a
significant
opportunity in view of Brook Crompton's highly respected brand name, range
of

products, market presence and the synergies that will result from the acquisition. The acquisition will make LJ one of the leading motor manufacturers in Europe".

Contact:

Duncan Bonfield/Jane Hurley
Invensys plc

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Simon Holberton/Ben Brewerton
Brunswick

Tel: +44(0) 20 7404 5959

Notes

Invensys plc

Invensys is one of the global leaders in automation and controls. Headquartered in London, England, Invensys operates in all regions of the world through four divisions - Software Systems, Automation Systems, Power Systems and Control Systems. With close to 76,000 employees, the Group supplies products and services ranging from advanced control systems, remote diagnostics and energy management for process plants, factories and commercial environments to electronic devices and networks for residential buildings, as well as complete power systems for the industrial, telecommunications and information technology sectors.

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