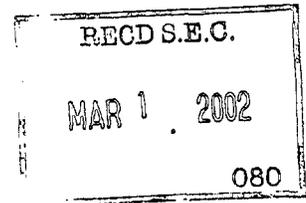




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PE
2/28/02



**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON DC 20549**

FORM 6-K

Report of Foreign Issuer

**Pursuant to rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

File No. 0-17140

For the month of February 2002

Tomkins PLC

(Translation of registrant's name into English)

**East Putney House, 84 Upper Richmond Road,
London SW15 2ST, United Kingdom
(Address of principal executive offices)**

**PROCESSED
MAR 15 2002
THOMSON
FINANCIAL**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F........ Form 40-F.....

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes.....No.......

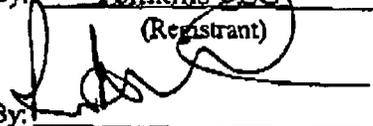
**Re: Notification of Major Interests in Shares
dated 14 February 2002**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date February 25, 2002

By: Tomkins PLC
(Registrant)

By: 
Name: RICHARD NORMAN MARCHANT
Title: DIRECTOR AND COMPANY SECRETARY

2

Schedule 10 - Notification of Major Interests in Shares

Number of reports in announcement:

1 ✓

Company Name:

Tomkins PLC ✓

Full Issuer Name:

Tomkins PLC ✓

AVS Security Number:

Unknown ✓

Release Date:

IMMEDIATELY ✓

Release Time:

IMMEDIATELY ✓

Embargo Details:

Telephone Confirmation of Release Required:

Contact Name:

Denise Burton ✓

Tel. No:

020-8871-4544 ✓

Announcement Given To Third Parties:

Amendment:

No ✓

Headline:

Holding in company ✓

Schedule 10 - Notification of Major Interests in Shares ✓

1 Name of company:

Tomkins PLC ✓

2 Name of shareholder having a major interest:

Schroder Investment Management Limited and Schroders Plc ✓

3 Please state whether notification indicates that it is in respect of holding

*Checked
All*

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:
The registration is in respect of shares held and/or managed by Schroder Investment Management Limited and its subsidiary and affiliated companies in which Schroders Plc is also deemed interested by virtue of the Companies Act 1985. ✓

4 Name of registered holder(s) and, if more than one holder, the number of shares held by each of them:
See additional information ✓

5 Number of shares/amount of stock acquired:
Not applicable ✓

6 Percentage of issued class:
Not applicable ✓

7 Number of shares/amount of stock disposed:
Not notified (see additional info.) ✓

8 Percentage of issued class:
Not notified ✓

9 Class of security:
Ordinary shares of 5p each ✓

10 Date of transaction:
Not notified ✓

11 Date company informed:
14 February 2002 ✓

12 Total holding following this notification:
83,513,339 ✓

13 Total percentage holding of issued class following this notification:
10.82775% ✓

14 Contact name for queries:
Denise Burton ✓

15 Contact telephone number:
020-8871-4544 ✓

16 Name of company official responsible for making notification:
Denise Burton ✓
Deputy Company Secretary ✓

17 Date of notification:
15 February 2002 ✓

OK
JH

Additional Information:

4. Registered Holders:-

Schroder Nominees Limited	29,737,225 ✓
Chase Nominees Limited	29,626,684 ✓
British Coal Staff Superannuation a/c 9 ✓	4,800,000 ✓
BT Globenet Nominees Limited a/c 6B ✓	1,179,900 ✓
Chase Manhattan Bank	430,000 ✓
HSBC Bank International a/c 10096301 ✓	240,000 ✓
Mineworkers' Pension Scheme a/c R ✓	2,137,400 ✓
Morgan Nominees Limited a/c GRL-Crest ID:AG01 ✓	533,000 ✓
MSS Nominees Limited a/c 809797 ✓	539,442 ✓
MSS Nominees Limited a/c 809803 ✓	264,133 ✓
MSS Nominees Limited a/c 813812 ✓	520,500 ✓
MSS Nominees Limited a/c 823654 ✓	1,470,000 ✓
MSS Nominees Limited a/c 823666 ✓	395,000 ✓
MSS Nominees Limited a/c 831286 ✓	2,000,000 ✓
MSS Nominees Limited a/c 846435 ✓	634,071 ✓
Nortrust Nominees Limited ✓	4,490,110 ✓
Nortrust Nominees Limited a/c BOCPE ✓	1,000,000 ✓
Nutraco Nominees Limited ✓	445,400 ✓
RBSTB Nominees Limited ✓	1,586,918 ✓
State Street Nominees Limited ✓	493,556 ✓
State Street Nominees Limited a/c 5H57 ✓	990,000 ✓
TOTAL	83,513,339 X

7. The notification is in respect of the notified shareholder's interest decreasing from greater than 11% to less than 11% of the company's issued share capital.

NNNN

OK
JW

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