

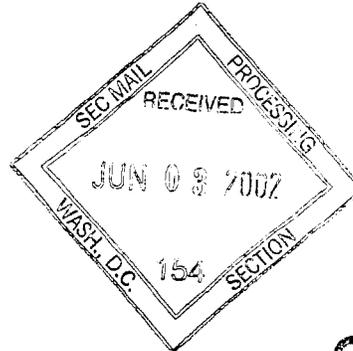


02034634



BTRsec/RLS Admin/Letters/2002/0491

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



SUPPL

15 May 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:

1. Announcement submitted to the London Stock Exchange confirming the sale of the CompAir Business on 14 May 2002;
2. Directors' Declaration submitted to the London Stock Exchange in respect of Paolo Scaroni on 13 May 2002;
3. Trading Statement from Invensys plc submitted to the London Stock Exchange on 26 March 2002.

Yours faithfully,

RS

Rachel Spencer
Deputy Secretary
Invensys plc

Tel: 0207 821 3749

Fax: 0207 821 3884

Email: rachel.spencer@invensys.com

PROCESSED

JUN 13 2002

THOMSON
FINANCIAL

Rachel Spencer

14/05/2002 10:16

To: Venetia Brown/LondonHQ/GB/Invensys@Invensys

cc:

Subject: News Alert: Invensys PLC - Invensys sale of CompAir business and disposal update

Please forward to SEC.

----- Forwarded by Rachel Spencer/LondonHQ/GB/Invensys on 14/05/2002 10:21 -----



"emailalert@hemscott.co.uk" <emailalert

14/05/2002 08:03

To: "rachel.spencer@invensys.com" <rachel.spencer@invensys.com>

cc:

Subject: News Alert: Invensys PLC - Invensys sale of CompAir business and disposal update

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

announcement

14 May 2002

Invensys: sale of CompAir business and disposal update

Invensys plc announces it has agreed to sell its CompAir business to funds

advised by Alchemy Partners, the UK based private equity firm, for a nominal consideration.

Alchemy will be injecting new funds to restructure the business and Invensys will retain an 18% shareholding.

CompAir produces air and gas compression systems and has net assets of £61m. In the year ended 31 March 2002* the business generated sales of £205m and made an operating loss pre-restructuring of £12m. Restructuring costs in the period were £7m. Goodwill previously written off to reserves in respect of CompAir amounts to approximately £21m.

This disposal is subject to EU regulatory approval and is expected to complete by the end of June.

In addition to the Energy Storage and Flow Control disposals previously announced, Invensys has completed a number of other disposals since September 2001, bringing total proceeds to approximately £750m (including approximately £70m non-cash). The most significant of the other disposals were: Australian

Transmissions (£33m), Brook Crompton Industrial HP
Division (£18m), Crompton
Instruments (£17m), Brook Crompton Fractional HP Division
(£11m), Eberle Relays
(£6m) and Eurotherm Gauging (£2m).

In addition to the
completed disposals, conditional contracts have been
exchanged for the sale of
Alemite (£23m) and BAE Automated Systems (£3m).

* unaudited results

Contact:

Victoria
Scarth / Jane Hurley Tel: +44(0) 20 7821 3712

Invensys plc

Simon Holberton/Ben
Brewerton Tel: +44(0) 20 7404 5959

Brunswick

Notes

Invensys plc

Invensys
plc, the international production technology and energy management
group, specialises
in helping companies to improve efficiency, performance and
profitability. Invensys
is headquartered in London, England.

Our Production Management businesses work
closely with customers in order to
drive up performance of their production assets
and maximise the return on
investments in product technologies. The division includes
Foxboro, Wonderware,
Triconex, APV, Eurotherm and Baan and it addresses the oil,
gas and chemicals;
food beverage and personal healthcare; and discrete and hybrid
manufacturing
sectors.

Our Energy Management businesses actively work with
clients involved in both
the supply and consumption of energy, developing systems
using innovative
technologies that improve the reliability and security of power
supplies. The
division includes Energy Solutions, Metering Systems, Appliance,
Home and
Climate Controls and Power Systems and focuses on markets connected with
power

and energy infrastructure and commercial and residential buildings.

FORWARD
LOOKING INFORMATION

This release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained in the forward-looking statements. The forward-looking statements in this release include statements addressing the following subjects: the estimated results for the periods not yet audited; future financial and operating results; and, the benefits of the disposal.

END

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To stop receiving news story alerts, please visit <http://hemscott.com/scripts/IRAlert.dll/delete?userid=4940&email=rachel.spencer@invensys.com>

Rachel Spencer

14/05/2002 10:16

To: Venetia Brown/LondonHQ/GB/Invensys@Invensys

cc:

Subject: News Alert: Invensys PLC - Director Declaration

As discussed. Please forward to SEC.

----- Forwarded by Rachel Spencer/LondonHQ/GB/Invensys on 14/05/2002 10:21 -----



"emailalert@hemscott.
co.uk" <emailalert

13/05/2002 17:24

To: "rachel.spencer@invensys.com" <rachel.spencer@invensys.com>

cc:

Subject: News Alert: Invensys PLC - Director Declaration

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<http://www.hemscott.net>

RNS Number:8419V

Invensys PLC

13 May 2002

INVENSYS PLC

DIRECTOR DECLARATION

With reference to the appointment as a director of Invensys plc of Mr Paolo Scaroni which was announced on 1 May 2002, Invensys plc confirms the following

information required under Paragraph 16.4 of the Listing Rules:

1. Mr Scaroni was a director of Burmah Castrol plc from 24 July 1998 to 10 July 2000 and is currently a director of BAE Systems plc and Pilkington plc; and

2. there are no details to be disclosed in respect of Mr Scaroni under Paragraph 16.4(b) of the Listing Rules.

Name of contact and telephone number for queries: Victoria Scarth, Senior Vice

President, Corporate Marketing & Communications 020 7821 3712.

Name of Company official responsible for making notification: Anna Holland, Assistant Secretary.

Date of notification: 13 May 2002

This information is provided by RNS

The company news service from the London Stock Exchange

END

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<http://hemscott.com/scripts/IRAlert.dll/delete?userid=4940&email=rachel.spencer@invensys.com>

Rachel Spencer
15/05/2002 11:43

To: venetia.brown@invensys.com
cc:
Subject: News Alert: Invensys PLC - Trading Statement

Another one to go to the SEC. Can you get ready for sending off today. Ask me if you need to know what to say in the covering letter.

----- Forwarded by Rachel Spencer/LondonHQ/GB/Invensys on 15/05/2002 11:47 -----



"emailalert@hemscott.
co.uk" <emailalert
15/05/2002 10:54

To: "rachel.spencer@invensys.com" <rachel.spencer@invensys.com>
cc:
Subject: News Alert: Invensys PLC - Trading Statement

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

RNS Number:5758T
Invensys PLC
26 March 2002

26 March 2002

Confirmation of guidance for 2001/02 trading performance

Invensys plc, the international production technology and energy management Group ("Invensys"), confirms the guidance given on 19 February on trading performance for the current year.

As communicated at that time, trading in the second half has been mixed. Throughout February and March, early signs of recovery in appliance and climate controls have been offset by continued weakness in telecoms and IT; however, orders are now also increasing in the industrial businesses of the Automation and Controls divisions.

The Board therefore expects that the Group will exceed the requirements of its banking covenant for the year ending 31 March 2002.

Contact:

Victoria Scarth
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Simon Holberton/Ben Brewerton
Brunswick

Tel: +44 (0) 20 7404 5959

Notes

Invensys plc
Invensys plc, the international production technology and energy management group, specializes in helping companies to improve efficiency, performance

and profitability. With close to 76,000 employees, Invensys is headquartered in London, England.

Our Production Management businesses work closely with customers in order to drive up performance of their production assets and maximize the return on investments in product technologies. The division includes Foxboro, Wonderware, Triconex, APV, Eurotherm and Baan and it addresses the oil, gas, and chemicals; food beverage and personal healthcare; and discrete and hybrid manufacturing sectors.

Our Energy Management businesses actively work with clients involved in both the supply and consumption of energy, developing systems using innovative technologies that improve the reliability and security of power supplies. The division includes Energy Solutions, Metering Systems, Appliance and Climate Controls and Power Systems and focuses on markets connected with power and energy infrastructure and commercial and residential buildings.

This information is provided by RNS
The company news service from the London Stock Exchange

END

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MMMM

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