



82-2142

BTRsec/RLS Admin/Letters/2002/0522



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

19 September 2002

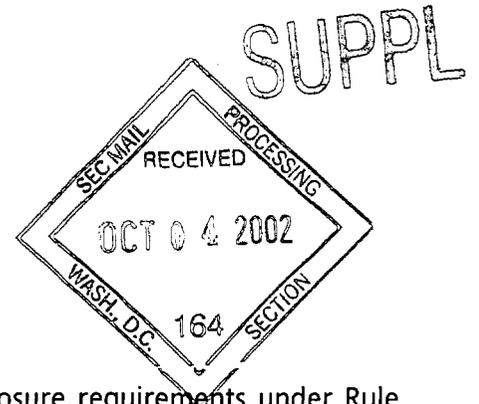
Dear Sirs,

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 an announcement concerning notification of major interests in shares.

Yours faithfully,


Rachel Spencer
Deputy Secretary
Invensys plc
Tel: 0207 821 3749
Fax: 0207 821 3884
Email: rachel.spencer@invensys.com



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THOMSON FINANCIAL

Copy to: Mr. B. Mangino

Handwritten signature/initials

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

- 1) Name of company
Invensys plc
- 2) Name of shareholder having a major interest
Barclays PLC
- 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
Shareholder named in 2) above
- 4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them:

ALMIXFTTL-18408-Chase Manhattan	519,216
ASUKEXTTL-20947-Chase Manhattan	16,830,800
Bank of Ireland	947,361
Barclays Capital Nominees Limited	233,680
Barclays Trust Co & Others	1,241
Barclays Trust Co as Exec/Adm	4,534
Barclays Trust Co DMC69	42,643
Barclays Trust Co R69	54,873
BLEEQTTTL-17011-Chase Manhattan	53,347
BLENTFUKQ-16344-Chase Manhattan	4,036
BLENTPUKQ-16345-Chase Manhattan	56,192
BLEQFDUKQ-16331-Chase Manhattan	1,097,425
BLEQPTUEA-16341-Chase Manhattan	15,919
BLEQPTUKQ-16341-Chase Manhattan	3,074,064
BLINTNUKQ-Z1AJ-dummy	186,087
BLINTPUKQ-16342-Chase Manhattan	365,185
BLUKINTTL-16400-Chase Manhattan	38,493,061
Boston Safe Deposit & Trust	856,319
Chase Manhattan Bank	31,008,721
CHATRKTTL-16376-Chase Manhattan	873,911
Clydesdale Nominees HGB0125	12,935
Investors Bank and Trust Co.	3,910,740
JP Morgan Chase Bank	3,877,557
Mitsubishi Trust International	29,310
Northern Trust Bank - BGI SEPA	973,157
State Street	82,885
State Street Bank & Trust	3,547,952
Sumitomo TB	11,927
Swan Nominees Limited	34,360
Zeban Nominees Limited	130,956
- 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
16 September 2002
- 11) Date company informed

19 September 2002

- 12) Total holding following this notification
107,330,394
- 13) Total percentage holding of issued class following this notification
3.07%
- 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: **19 September 2002**