



THOMSON  
FINANCIAL

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1 October 2002

The United States Securities and Exchange Commission,  
Division of Corporate Finance,  
Room 3094 (3-6),  
450 5<sup>th</sup> Street,  
Northwest,  
Washington DC 20549,  
USA.

SUPPL

**Exemption File 82-5204**

Dear Sir,

For your information I enclose a copy of an announcement sent to the London Stock Exchange today.

Yours faithfully,

**David Pavey**  
Assistant Company Secretary

Enc.

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COMPLIANCE/SEC/COR/notification of press release

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**Announcement by GKN plc**

**Directors' Interests in Shares**

GKN plc (the 'Company') was informed on Monday 1 October 2002, that the following Directors of the Company had 50p ordinary shares of the Company purchased on their behalf on 30 September 2002. The shares were purchased under the GKN Dividend Reinvestment Plan in respect of the interim dividend for the year ending 31<sup>st</sup> December 2002 at a price of 246.75p per share:

Director	Number of shares purchased	Total holding following this notification
Mr. R.W. Etches	416	28,382
Mr. R. J. Clowes	499	39,090

On 1<sup>st</sup> October 2002, GKN Quest Trustee (No.2) Ltd, the trustee of the discretionary trust established by deed on 8 November 2001 to facilitate the operation of the GKN SAYE Share Option Schemes (the 'Schemes'), subscribed for 65,140 50p ordinary shares of GKN plc at 243.75p per share, representing less than 0.009% of the current issued share capital. The shares were immediately transferred by GKN Quest Trustee (No.2) Ltd to employees who had validly exercised options granted under the Scheme in respect of such shares.

The Executive Directors of GKN plc are potential beneficiaries under the discretionary trust (together with all other UK employees of the GKN Group) and are therefore interested in the shares whilst they are held by GKN Quest Trustee (No.2) Ltd.

Grey Denham  
Secretary

1 October 2002