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BTRsec/RLS Admin/Letters/2002/0547

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



5 December 2002

SUPPL



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 released to the London Stock Exchange concerning

- (1) Interests of Directors and connected persons
- (2) 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](mailto:rachel.spencer@invensys.com)

**PROCESSED**

DEC 30 2002  
**THOMSON  
FINANCIAL**

Copy to: Mr. B. Mangino  
Mr. M. Downing



"emailalert@hemscott.  
co.uk" <emailalert  
04/12/2002 18:39

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
CC:  
Subject: News Alert: Invensys PLC - Director Shareholding

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

RNS Number:6884E  
Invensys PLC  
04 December 2002

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

Invensys plc

2) Name of director

Adrian N Hennah

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 or in respect of a non-beneficial interest

Director 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 (if notified)

Adrian N Hennah

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

No

6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Grant of share option

7) Number of shares/amount of stock acquired

-

8) Percentage of issued class

-

9) Number of shares/amount of stock disposed

-

10) Percentage of issued class

-

11) Class of security

-

12) Price per share

-

13) Date of transaction

-

14) Date company informed

-

15) Total holding following this notification

-

16) Total percentage holding of issued class following this notification

-

If a director has been granted options by the company please complete the following boxes

17) Date of grant

4 December 2002

18) Period during which or date on which exercisable

4 December 2005 - 3 December 2012

19) Total amount paid (if any) for grant of the option

-

20) Description of shares or debentures involved: class, number

Option over 1,150,700 ordinary shares of 25p each

21) Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

63.55p

22) Total number of shares or debentures over which options held following this notification

1,150,700

23) Any additional information

Option granted pursuant to the Invensys 1998 Senior Executive Share Option Scheme and subject to the satisfaction of a performance condition

24) Name of contact and telephone number for queries

Victoria Scarth, Senior Vice President, Group Marketing and Communications,  
020  
78213538

25) Name of Company official responsible for making notification:

Emma Sullivan, Assistant Secretary

Date of notification: 4 December 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=10091&email=venetia.brown@invensys.com>



"emailalert@hemscott.  
co.uk" <emailalert  
04/12/2002 18:30

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
cc:  
Subject: News Alert: Invensys PLC - Director Shareholding

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

RNS Number:6879E  
Invensys PLC  
04 December 2002

INVENSYS PLC

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

Invensys plc notifies that a conditional award of 428,500 ordinary shares of 25p each in the Company has been made on 4 December 2002 to Adrian N Hennah, a director of the Company, under the Invensys plc 1998 Senior Executive Long Term Incentive Plan.

Vesting of the award is conditional upon a Performance Requirement (consisting of a Total Shareholder Return condition and an underlying Financial Performance condition) to be applied over the three year period commencing on 4 December 2002 and subject thereafter to a two year Retention Period.

Name of contact and telephone number for queries: Victoria Scarth, Senior Vice President, Group Marketing & Communications 020 78213538.

Name of Company official responsible for making notification: Emma Sullivan, Assistant Secretary.

Date of notification: 4 December 2002

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

END

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[www.afxpress.com](http://www.afxpress.com)

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<http://hemscott.com/scripts/IRAlert.dll/delete?userid=10091&email=venetia.brown@invensys.com>



"emailalert@hemscott.  
co.uk" <emailalert

05/12/2002 11:11

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>  
CC:  
Subject: News Alert: Invensys PLC - Holding(s) in Company

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

RNS Number:7071E  
Invensys PLC  
05 December 2002

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

1) Name of company

Invensys plc

2) Name of shareholder having a major interest

The Capital Group Companies, 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 The Capital Group Companies, Inc. on  
behalf of its affiliates, including Capital Research and  
Management Company, Capital Guardian Trust Company, Capital  
International SA, Capital International, Inc and Capital International  
Limited. These holdings form part of funds managed on  
behalf of investment clients.

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

Capital Guardian Trust Company:

Bank of New York Nominees	131,200
Chase Nominees Limited	4,480,300
Midland Bank plc	176,900
Nortrust Nominees	1,692,200

Capital International Limited:

State Street Bank & Trust Co	978,200
State Street Nominees Limited	1,042,800
KAS UK	140,400
Mellon Nominees	633,000
Northern Trust AVFC	1,120,800
Mellon Bank NA	2,080,800
HSBC Bank plc	4,131,200
Deutsche Bank AG	3,408,400
Nortrust Nominees	11,339,109
Morgan Guaranty	1,698,800
Citibank London	527,100
Bankers Trust	10,726,900
Midland Bank plc	1,180,200
Chase Nominees Limited	17,917,115
Bank of New York Nominees	26,841,800
Bank One London	427,100
Northern Trust	934,864
Capital International S.A.:	
Chase Nominees Limited	2,250,600
Midland Bank Plc	37,000
Royal Bank of Scotland	345,000
Lloyds Bank	158,200
Citibank NA	111,800
Deutsche Bank AG	171,400
Capital International, Inc.:	
State Street Nominees Ltd	8,247,100
Chase Manhattan Nominees Ltd	64,700
Citibank NA	988,200
Citibank	135,000
State Street Bank & Trust Co.	100,497
Nortrust Nominees	652,300
Citibank London	256,700
Bank of New York Nominees	1,678,500

HSBC Bank plc 133,300

Chase Nominees Limited 11,552,600

Capital Research and Management Company:

Chase Nominees Limited 35,000,000

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

2 December 2002

11) Date company informed

4 December 2002

12) Total holding following this notification

153,492,085

13) Total percentage holding of issued class following this notification

4.39%

14) Any additional information

15) Name of contact and telephone number for queries

Victoria Scarth, Senior Vice President, Group Marketing and  
Communications 020 78213538

16) Name of company official responsible for making this notification

Emma Sullivan, Assistant Secretary

Date of notification: 5 December 2002

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

END

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