

82-34672

**SHULMAN
ROGERS
GANDAL
PORDY &
ECKER, P.A.**

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Robert B. Canter
Daniel S. Krakower
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Alan B. Sternstein
Nancy P. Regelin

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Worthington H. Talcott, Jr.+
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Timothy Dugan+
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Karl W. Means
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Simon M. Nadler
Matthew M. Moore+
Daniel H. Handman

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Christopher A. Taggi+
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Lawrence Jay Eisenberg

Maryland and D.C.
except as noted:
+ Virginia also
• Maryland only
◦ D.C. only
† Retired

Writer's Direct Dial Number:
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croberts@srgpe.com

September 11, 2002

Office of International Corporate Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Electrocomponents plc – Exemption pursuant to Rule 12g3-2(b)
promulgated under the Securities Exchange Act of 1934, as amended
File No. – Not yet provided by SEC
Our File No. 018-031-00222

Dear Sir:

Pursuant to the undertaking of Electrocomponents plc, a public limited company incorporated under the laws of England and Wales (the "Company"), to furnish the Securities and Exchange Commission with certain information described in its request for an exemption from Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as more fully set forth in the Company's letter to the Commission dated July 25, 2002, and received by the Commission on July 29, 2002, the Company hereby submits the following:

- August 28, 2002 Companies House Form 88(2) re: Allotment of Shares by Robert Arthur Lawson
- September 4, 2002 Director Shareholding – JL Hewitt
- September 5, 2002 Director Shareholding – TG Barker
- September 10, 2002 Amendment September 4, 2002, Director Shareholding – JL Hewitt
- September 11, 2002 Notification of Change in Shareholding of Substantial Shareholder

The Company understands that pursuant to Rule 12g3-2(b) the information and documents furnished hereby will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents constitute an admission for any purpose that the Company is subject to the Exchange Act.

Please acknowledge your receipt of this letter, and of the enclosed material from the Company, by date-stamping the enclosed copy of this letter and returning it to the undersigned in the enclosed stamped, self-addressed return envelope.

SUPPL

PROCESSED

SEP 20 2002

THOMSON FINANCIAL

02 SEP 17 AM 9:23

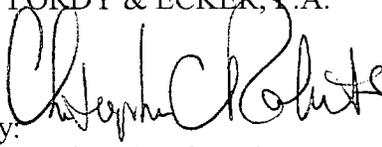
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Office of International Corporate Finance
Securities and Exchange Commission
September 11, 2002
Page 2

If you have any questions or comments, please do not hesitate to contact me at (301) 230-5208.

Very Truly Yours,

SHULMAN, ROGERS, GANDAL,
PORDY & ECKER, P.A.

By: 

Christopher C. Roberts

Enclosures

cc: Chloe Cox, Senior Company
Secretarial Assistant (w/o enc.)

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PLEASE COMPLETE IN
 TYPESCRIPT OR IN
 BOLD BLACK CAPITALS

88(2)

02 SEP 17 AM 9: 23

Return of Allotment of Share

CHFPO83

Company Number

647788

Company name in full

Electrocomponents Plc

Shares allotted (including bonus shares):

Date or period during which
 shares were allotted
 (If shares were allotted on one date
 enter that date in the "from" box.)

From			To		
Day	Month	Year	Day	Month	Year
12	08	2002	1	1	11

Class of shares
 (ordinary or preference etc)

Class of shares	Number allotted	Nominal value of each share	Amount (if any) paid or due on each share (including any share premium)
Ordinary	22,200	10p	165.6p
Ordinary			

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
 treated as paid up

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Consideration for which
 the shares were allotted
 (This information must be supported by
 the duly stamped contract or by the duly
 stamped particulars on Form 88(3) if the
 contract is not in writing.)

When you have completed and signed the form send it to
 the Registrar of Companies at:

Companies house receipt date barcode

This form has been provided free of
 charge by Companies House.

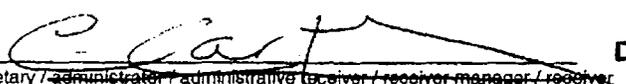
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff
 For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX235
 For companies registered in Scotland Edinburgh

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name Mr. Robert Arthur Lawson _____ Address Heath Barrows _____ Bayworth Lane, Boars Hill, Oxford _____ UK Postcode LO LX L1 L5 LD LFL	Class of shares allotted Ordinary	Number allotted 22,200
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted TOTAL	Number allotted 22,200

Please enter the number of continuation sheet(s) (if any) attached to this form :

Signed  Date 28 AUGUST 2002
Director / secretary / administrator / administrative receiver / receiver-manager / receiver Please delete as appropriate

Please give the name, address, telephone number and, if available, DX number and Exchange of the person Companies House should contact if there is any query.

C. COX, EMBROCOMPONENTS PLC, 5000 OXFORD
BUSINESS PARK SOUTH, OXFORD OX4 2BHT
 ESP/EXA/JS/Ex2894 01865 207492 Tel 01903 833147
 DX number DX exchange

Electrocomponents Savings Related Share Option Scheme (the "Scheme")

The Company has been informed that on 4 September 2002 Mr JL Hewitt, the Finance Director of the Company, acquired 6,733 ordinary shares of 10p in the Company.

The shares were acquired on the market at a price of 294.5p.

Mr Hewitt now holds 74,620 shares in the Company, which represents less than 0.1% of the issued share capital.

Carmelina Carfora
Group Company Secretary

4 September 2002

ELECTROCOMPONENTS PLC (“Electrocomponents”)

The Company has been informed that on 5 September 2002 Mr TG Barker, a Non-Executive Director of the Company, acquired 4,000 ordinary shares of 10p in the Company.

The shares were acquired at a price of 278p.

Mr Barker now holds 11,000 shares in the Company, which represents less than 0.1% of the issued share capital.

Carmelina Carfora
Group Company Secretary

5 September 2002

Electrocomponents plc ("the Company")

The Company announced on 4 September 2002 the acquisition by Mr JL Hewitt, the Finance Director of 6,733 ordinary shares of 10p each in the Company at a price of 294.5p, and that he then held 74,620 shares in the Company. However, this did not include shares held in a PEP by Mr Hewitt. The total number of shares held by Mr Hewitt should have been stated as 75,382, which represents less than 0.1% of the issued share capital.

Carmelina Carfora
Group Company Secretary

10 September 2002

Notification of Change in Shareholding of Substantial Shareholder

The Company received notification today (11 September 2002) in accordance with the Companies Act 1985 (as amended) that Sprucegrove Investment Management Limited have a notifiable interest in 17,863,170 Ordinary Shares of 10p each in the Company ("shares") which represents 4.1% of the total issued share capital of the Company.

The Company is informed that the shares to which this notification relates are registered as follows:

Registered Holder	Shares
Citibank N.A. London	1,182,420
Deutsche Bank Trust Company Americas	1,266,850
Chase Nominees Limited	2,647,390
MSS Nominees Limited	2,434,370
Nortrust Nominees Limited	1,737,140
ROY Nominees Limited	3,875,914
State Street Nominees Limited a/c NP8E	2,192,231
State Street Nominees Limited a/c VN5D	363,265
State Street Nominees Limited a/c SM86	1,932,090
State Street Nominees Limited a/c AA1X	124,330
State Street Nominees Limited a/c JF2M	107,170

CARMELINA CARFORA
Group Company Secretary
11 September 2002