

82-2142



BTRsec/RLS Admin/Letters/2003/0013

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

12 February 2003

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 Major Interests in Shares.

Yours faithfully,

Rachel Spencer
Deputy Secretary
Invensys plc

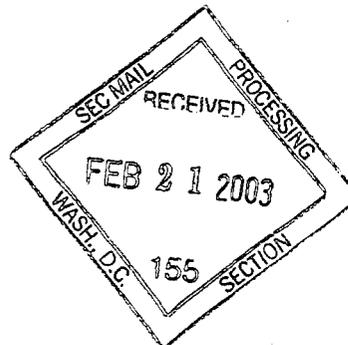
Tel: 0207 821 3749
Fax: 0207 821 3884
Email: rachel.spencer@invensys.com

PROCESSED

MAR 03 2003

**THOMSON
FINANCIAL**

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



dw 2/25



"emailalert@hemscott.co.uk" <emailalert@hemscott.co.uk>

11/02/2003 18:30

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:3681H
Invensys PLC
11 February 2003

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

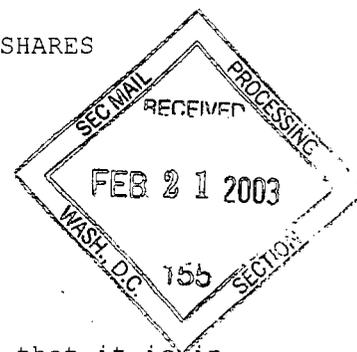
Capital Guardian Trust Company:

Bank of New York Nominees	131,200
Chase Nominees Limited	5,017,300

Nortrust Nominees	1,692,200
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Capital International Limited:

State Street Bank & Trust Co	1,097,500
Nortrust Nominees	12,856,509
Bank One London	648,600



Mellon Nominees (UK) Limited	633,000
KAS UK	140,400
Northern Trust AVFC	1,120,800
Mellon Bank NA	2,223,900
Deutsche Bank AG	3,855,600
State Street Nominees Limited	1,042,800
Citibank London	527,100
HSBC Bank plc	4,282,200
Bankers Trust	10,726,900
Midland Bank plc	1,281,000
Chase Nominees Limited	19,117,728
Northern Trust	1,077,864
Bank of New York Nominees	29,593,295
Morgan Guaranty	1,698,800
Capital International S.A.:	
Royal Bank of Scotland	507,000
Deutsche Bank AG	171,400
Citibank NA	111,800
State Street Bank & Trust Co	261,200
Midland Bank Plc	49,000
Chase Nominees Limited	2,560,100
Lloyds Bank	158,200
Capital International, Inc.:	
HSBC Bank plc	133,300
Chase Manhattan Nominee Ltd	64,700
State Street Bank & Trust Co.	100,497
Citibank	135,000
Citibank London	321,700
Chase Nominees Limited	11,640,700
Bank of New York Nominees	1,678,500
State Street Nominees Ltd	8,413,100
Nortrust Nominees	652,300
Citibank NA	1,069,900

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