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BTRsec/RLS Admin/Letters/2003/0036

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

15 April 2003

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 the following notifications released to the London Stock Exchange today concerning

- (a) Trading Statement
- (b) Changes to Invensys Board

Yours faithfully,

Rachel Spencer
Deputy Secretary
Invensys plc

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

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co.uk" <emailert
15/04/2003 07:33

To: "venetia.brown@invensys.com" <venetia.brown@invensys.com>
cc:
Subject: News Alert: Invensys PLC - Changes to Board

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RNS Number:0412K
Invensys PLC
15 April 2003

announcement

15 April 2003

Changes to Invensys Board

Invensys plc announces that Martin Jay, 63, will become Chairman following the Annual General Meeting on 23 July 2003.

Lord Marshall, Chairman since June 1998, and Sir Philip Beck retire by rotation at the Annual General Meeting and will not be seeking re-election. Sir Philip has served as a director since 1991.

Contact:

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Ben Brewerton

Notes to Editors: Martin Jay

Martin Jay joined Vosper Thornycroft plc (now VT Group plc) as Chief Executive in 1989 and became non-Executive Chairman in 2002. Prior to joining VT Group plc, he was Managing Director of GEC Electronic Components and a member of the GEC Management Board. He began his career at BP.

Born in July 1939, he was educated at Winchester and New College, Oxford where he took a degree in Politics, Philosophy and Economics. He is married with two daughters and a son.

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

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

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RNS Number:0411K
Invensys PLC
15 April 2003

announcement

15 April 2003

Trading Update

Invensys today confirms that the operating profit before exceptional items and goodwill amortisation of the existing core Group for the year to 31 March 2003 is expected to be approximately £250m.

At the same time, it announces that it will be narrowing its focus from two core divisions to one, Production Management. It will also continue to develop its Rails Systems business.

In February 2002, the management outlined plans to simplify the Group's structure, secure its financial position and, in the process, stabilise the Group. Against a difficult market background, the management has remained focused on this objective. Non-core businesses have been sold for a total consideration of £1.8bn. Banking covenants have been consistently met and margin improvement has been achieved in a significant number of businesses, most notably in Production Management.

Whilst the Group has made progress, trading conditions have continued to weaken. The Board recognises the need to secure a greater level of financial stability and to enable sufficient investment of resource in the best of its growth opportunities. These are the provision of productivity solutions to customers in the process, hybrid and discrete manufacturing industries - in other words, the businesses in Production Management - and in mass transit infrastructure, the business of Rail Systems.

As a result, the Group will divest its holdings either partially or wholly in all other businesses, by seeking either suitable equity partners or new owners, as appropriate to the development needs of each business. A structured and phased process to achieve this is already underway, comprising Baan, as well as the product-based Appliance Controls, Climate Controls, Metering Systems, APV Baker, Powerware, Lambda, Teccor and Hansen Transmissions. These businesses will be managed in an expanded Development Division, which for the year to March

2002

would have had combined revenues of £2.9bn. The balance of Energy Management - principally IMServ and certain data management technologies - will be incorporated into Production Management. Rail Systems will be managed on a standalone basis.

Proceeds raised from asset sales will be used to satisfy the cash requirements of the Group, including reduction of indebtedness and funding of pension schemes, as well as the investment required to grow market share in Production Management and Rail Systems. In these circumstances, the Board does not feel it appropriate to recommend a final dividend for the year to 31 March 2003 (2002: 1p).

On completion of these actions, the Board believes that Invensys will offer investors a Group possessing higher-quality growth prospects and leading competitive positions, financed by a stronger balance sheet. In seeking to create maximum value for shareholders, the Board's priority will be to ensure stability and assurance for employees and customers and optimal participation in recovering markets.

Invensys will provide further details of these plans at the announcement of its full year results on 29 May.

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About Invensys plc

Invensys is a global leader in production technology. The group helps customers improve productivity, performance and profitability using innovative services and technologies and a deep understanding of their industries and applications.

Invensys Production Management works closely with customers in order to drive up performance of their production assets, maximize their return on investments in production technologies and remove cost and cash from their whole supply chain.

The division includes APV, Avantis, Eurotherm, Foxboro, SimSci-Esscor, Triconex and Wonderware. These businesses address process and batch industries -- including oil, gas and chemicals, food, beverage and personal health care -- and the discrete and hybrid manufacturing sectors.

Invensys Rail Systems is one of the world's leading railway businesses, providing signalling, train management, automation, safety and control

solutions

for mass transit infrastructure. The business includes Westinghouse Rail Systems Limited (WRSL), Dimetronic, Safetran, Burco and Foxboro Transportation.

WRSL was recently awarded two contracts valued at over £850m for improvements to the London Underground.

Invensys also currently serves other market sectors through its Development Division. The businesses in this division are: Appliance Controls, APV Baker,

Baan, Climate Controls, Hansen Transmissions, Lambda, Metering Systems, Powerware and Teccor. The Group is actively seeking to develop these businesses

through equity partners or new owners.

Invensys operates in more than 60 countries, with its headquarters in London.

For more information, visit www.invensys.com.

This information is provided by RNS

The company news service from the London Stock Exchange

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