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AMVESCAP PLC/LONDON/  
Form 6-K  
July 22, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 Under  
the Securities Exchange Act of 1934

For the month of July, 2005

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Commission File Number 001-13908  
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AMVESCAP PLC

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(Translation of registrant's name into English)

30 Finsbury Square, London EC2A 1AG, ENGLAND

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F \_\_\_\_\_  
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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes            No    X  
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-        N/A

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Description of document filed: AMVESCAP Rule 8 Announcement - ESOP sold 4,936  
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shares on behalf of a beneficiary.  
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AMVESCAP PLC  
IMMEDIATE RELEASE 22 JULY 2005  
CONTACT: ANGELA TULLY TEL: 020 7065 3652

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In Accordance with 3.1.4R of the Disclosure Rules and Rule 8.1 of The City Code on Takeovers and Mergers, notification is hereby given that:-

On the 20 July 2005, Trustee of the AMVESCAP Employee Stock Ownership Plan ("ESOP") sold 4,936 shares on behalf of a beneficiary at (pound)4.135. The sale was not made on behalf of a director of AMVESCAP. The Company was notified of this transaction on 22 July 2005.

Executive Directors of AMVESCAP PLC who are participants in the Employee Stock Ownership Plan are deemed to be discretionary beneficiaries of the Trust and are consequently considered to be interested in all of the shares held by the Trustees.

Following the transaction the AMVESCAP Concert Party, (comprising the Directors of AMVESCAP PLC, Rothschild Trust (Cayman) Limited - the Trustee of the AMVESCAP Share Option Trust, the AMVESCAP Employee Share Ownership Plan and the AMVESCAP Global Stock Plan) is interested in 92,199,674 Ordinary Shares of 25p each, representing 11.36% of the issued share capital.

22 JULY 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMVESCAP PLC

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(Registrant)

Date 22 July, 2005

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By /s/ Angela Tully

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(Signature)

Angela Tully  
Assistant Company Secretary