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AMVESCAP PLC/LONDON/

Form 6-K

February 28, 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 February, 2005

Commission File Number 001-13908

AMVESCAP PLC

(Translation of registrant's name into English)

30 Finsbury Square, London EC2A 1AG, ENGLAND

(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 ☐

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):

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):

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 ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

Description of document filed: AMVESCAP ("ESOP") SOLD 5,651 SHARES ON BEHALF
OF A BENEFICIARY.

AMVESCAP PLC
IMMEDIATE RELEASE 25 FEBRUARY 2005
CONTACT: ANGELA TULLY TEL: 020 7065 3652

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In accordance with Chapter 16.13 of the Listing Rules, notification is hereby given that:-

On the 24 February 2005, the Trustee of the AMVESCAP Employee Stock Ownership Plan ("ESOP") sold 5,651 shares on behalf of a beneficiary at (pound)3.452. The sale was not made on behalf of a director of AMVESCAP. The Company was notified of this transaction on 25 February 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.

25 FEBRUARY 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

(Registrant)

Date 25 February, 2005

By /s/ Angela Tully

(Signature)

Angela Tully
Assistant Company Secretary