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AMVESCAP PLC/LONDON/
Form 6-K
February 21, 2006

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, 2006

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: Transactions of Directors Shareholdings

AMVESCAP PLC
IMMEDIATE RELEASE 17 FEBRUARY 2006
CONTACT: ANGELA TULLY TEL: 020 7065 3652

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL

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RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

AMVESCAP PLC

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1) (a); or

(ii) DR 3.1.4(R) (1) (b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

PURSUANT TO (iii) BOTH (i) AND (ii)

3. Name of person discharging managerial responsibilities/director

ROBERT GRAHAM

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

ROBERT GRAHAM

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

ROBERT GRAHAM

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY US\$0.10 SHARES

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

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.....

8. State the nature of the transaction

SALE OF SHARES HELD BENEFICIALLY

9. Number of shares, debentures or financial instruments relating to shares acquired

-

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

-

11. Number of shares, debentures or financial instruments relating to shares disposed

400,000

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

0.0489%

13. Price per share or value of transaction

100,000 @ 530.5P, 100,000 @ 531P
100,000 @ 530.75P, 100,000 @ 532P

14. Date and place of transaction

16 FEBRUARY, 2006

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

25,320,225 (3.09%)

16. Date issuer informed of transaction

17 FEBRUARY, 2006

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

.....

18. Period during which or date on which it can be exercised

.....

19. Total amount paid (if any) for grant of the option

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20. Description of shares or debentures involved (class and number)

.....
.....

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

.....

22. Total number of shares or debentures over which options held following notification

.....

23. Any additional information

.....

24. Name of contact and telephone number for queries

ANGELA TULLY
020 7065 3652

Name and signature of duly authorised officer of issuer responsible for making notification

A. Tully

Date of notification

17 FEBRUARY, 2006

END

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 17 February, 2006

By /s/ Angela Tully

(Signature)

Angela Tully
Assistant Company Secretary

