

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC  
Form 6-K  
September 07, 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 of  
the Securities Exchange Act of 1934

Report on Form 6-K the period from 29 August to 7 September 2006

The BOC Group plc  
Chertsey Road, Windlesham,  
Surrey GU20 6HJ  
England

(Name and address of registrant's principal executive office)

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

Form 20-F    X    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):

Yes:  No:

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):

Yes:  No:

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

Yes:  No:

Enclosures:

1. A notification dated 29 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 25 August 2006 the Company had 515,695,185 Ordinary shares in issue.

## Edgar Filing: BOC GROUP PLC - Form 6-K

2. A notification dated 30 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 29 August 2006 the Company had 515,760,587 Ordinary shares in issue.
3. A notification dated 30 August 2006 advising that Barclays Plc no longer has an interest in the issued Ordinary share capital of the Company.
4. A notification dated 1 September 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 31 August 2006 the Company had 515,859,303 Ordinary shares in issue.
5. A notification dated 1 September 2006 advising of the exercise of options over 50,774 Ordinary shares in the Company and subsequent sale of 25,127 shares by J K Masters, a director of The BOC Group plc.
6. A notification dated 1 September 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 34,747 Ordinary shares in the Company in which the directors have a technical interest.
7. A notification dated 1 September 2006 in accordance with Rules 8.1(a) and (b) (i) of the City Code on Takeovers and Mergers advising of dealings by directors (together with their close relatives and related trusts) of The BOC Group plc and its subsidiaries and fellow subsidiaries and their associated companies.
8. A notification dated 4 September 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 1 September 2006 the Company had 516,026,003 Ordinary shares in issue.
9. A notification dated 4 September 2006 in accordance with Rules 8.1(a) and (b) (i) of the City Code on Takeovers and Mergers advising of dealings by directors (together with their close relatives and related trusts) of The BOC Group plc and its subsidiaries and fellow subsidiaries and their associated companies.

Page 2 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 29 AUGUST 2006  
AT 09.03 HRS UNDER REF: PRNUK-2908060902-12EF

29 August 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 25 August 2006 it had in issue 515,695,185 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

Edgar Filing: BOC GROUP PLC - Form 6-K

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

Page 3 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 30 AUGUST 2006  
AT 09.00 HRS UNDER REF: PRNUK-3008060859-BE87

30 August 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 29 August 2006 it had in issue 515,760,587 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

Page 4 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 30 AUGUST 2006  
AT 15.52 HRS UNDER REF: PRNUK- 3008061551-757C

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

Edgar Filing: BOC GROUP PLC - Form 6-K

-----  
1. Name of company  
THE BOC GROUP plc

2. Name of shareholder having a major interest  
BARCLAYS PLC

-----

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  
NOTIFICATION IN RESPECT OF THE PARTY NAMED IN 2 ABOVE.

4. Name of the registered holder(s) and, if more than one, the number of shares held by each  
BARCLAYS PLC

-----

5. Number of shares/amount of stock acquired

6. Percentage of issued class

7. Number of shares/amount of stock disposed

8. Percentage of issued class

-----

9. Class of security  
ORDINARY SHARES OF 25P EACH

10. Date of transaction  
24 AUGUST 2006

11. Date of notification  
30 AUGUST 2006

-----

12. Total holding following this notification

13. Total percentage holding of issued class following this notification

-----

Page 5 of 21

14. Any additional information  
IN A LETTER DATED 25 AUGUST 2006 (RECEIVED ON 30 AUGUST 2006), THE BOC GROUP plc HAS BEEN ADVISED THAT BARCLAYS PLC NO LONGER HOLDS A NOTIFIABLE INTEREST

15. Name of contact and telephone number  
CAROL HUNT  
DEPUTY COMPANY SECRETARY  
01276 807759



Edgar Filing: BOC GROUP PLC - Form 6-K

ON 1 SEPTEMBER 2006  
AT 16.47 HRS UNDER REF: PRNUK-0109061646-90CC

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL  
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).

- (7) 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.
- (7) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8,13, 14, 16, 23 and 24.
- (7) 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.
- (7) 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 should in block capital letters.

-----	
1. Name of the issuer	2. State whether the notification relates to a transaction notified in accordance with DR 3.1.4R(1) (a); or  (ii) DR 3.1.4N/A(1) (b) a disclosure in accordance with section 324 (as amended by section 328) of the Companies Act 2006  (iii) both (i) and (ii)
THE BOC GROUP plc	IN RESPECT OF BOTH (i) AND (ii)
-----	
3. Name of person discharging managerial responsibilities/director	4. State whether notification relates to a transaction notified in accordance with DR 3.1.4R(1) (a); or  connected with a person discharging managerial responsibilities/director named in 3 above or in respect of a non-beneficial interest  identify the connected person
JERRY KENT MASTERS	N/A
-----	
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	6. Description of shares (including debentures or derivatives or financial instruments relating to shares)
IN RESPECT OF A HOLDING OF THE DIRECTOR IN 3 ABOVE	ORDINARY SHARES OF 25p EACH
-----	
7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them	8. State the nature of the transaction

Edgar Filing: BOC GROUP PLC - Form 6-K

JERRY KENT MASTERS

EXERCISE A TOTAL OF 50,774 EXECUTIVE  
 OPTIONS GRANTED IN FEBRUARY 2003 AND  
 SALE OF 25,127 SHARES ACQUIRED UPON

Page 8 of 21

9.	Number of shares, debentures or financial instruments relating to shares acquired	10.	Percentage of issued class acquire shares of that class should not be account when calculating percentag
	25,647		LESS THAN 0.01%
11.	Number of shares, debentures or financial instruments relating to shares disposed	12.	Percentage of issued class dispose shares of that class should not be account when calculating percentag
	25,127		LESS THAN 0.01%
13.	Price per share or value of transaction	14.	Date and place of transaction
	37,590 AT 776P AND 13,184 AT NIL COST PER LONDON SHARE (EXERCISE)		1 SEPTEMBER 2006,
	25,127 AT 1615P (SALE)		
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16.	Date issuer informed of transactio
	28,099 SHARES / 137,822 OPTIONS		1 SEPTEMBER 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 be exercised
19.	Total amount paid (if any) for grant of the option	20.	Description of shares or debenture (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 debenture which options held following notific
23.	Any additional information	24.	Name of contact and telephone number queries

Edgar Filing: BOC GROUP PLC - Form 6-K

The sale of the shares as described in 8  
above is being made by Mr Masters in

---

Page 9 of 21

order to fund the exercise of his options  
as set out in 13 above. The Panel on  
Takeovers and Mergers has confirmed  
on an ex parte basis that this sale has no  
Code consequences.

---

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification 1 SEPTEMBER 2006

---

Page 10 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 1 SEPTEMBER 2006  
AT 17.06 HRS UNDER REF: PRNUK-0109061702-F16A

1 September 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 1 September 2006 of 34,747 Ordinary shares of 25p each in the Company at nil cost per share by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 34,747 Ordinary shares, the Trustee now holds 4,226,356 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 4,226,356 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

Page 11 of 21



Edgar Filing: BOC GROUP PLC - Form 6-K

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 1 SEPTEMBER 2006  
AT 17.14 HRS UNDER REF: PRNUK-0109061712-DB20

FORM 8.1

DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES  
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS  
(Rules 8.1(a) and (b) (i) of the Takeover Code)

1. KEY INFORMATION

Name of person dealing (Note 1)	Jerry Kent MASTERS
Company dealt in	The BOC Group plc
Class of relevant security to which the dealings each being disclosed relate (Note 2)	Ordinary shares of 25 pence
Date of dealing	1 September 2006

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt

	Long	
	Number	(%)
(1) Relevant securities	28,099	0.005%
(2) Derivatives (other than options)	N/A	N/A
(3) Options and agreements to purchase/sell	N/A	N/A
Total	28,099	0.005%

(b) Interests and short positions in relevant securities of the company, other than the clas

Class of relevant security:	Long
-----------------------------	------

Edgar Filing: BOC GROUP PLC - Form 6-K

	Number	(%)
(1) Relevant securities	N/A	N/A
(2) Derivatives (other than options)	N/A	N/A

Page 12 of 21

(3) Options and agreements to purchase/sell	N/A	N/A
Total	N/A	N/A

(c) Rights to subscribe (Note 3)

Class of relevant security:	Details
Ordinary Shares of 25p each	137,822

3. DEALINGS (Note 4)

(a) Purchases and sales

Purchase/sale	Number of securities	Price per security
Purchase (ESOS)	37,590	776p
Purchase (LTIP)	13,184	NIL
Sale	21,127	1,615p

(b) Derivatives transactions (other than options)

Product name, e.g. CFD	Long/short (Note 6)	Number of securities (Note 7)
N/A	N/A	N/A

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

Edgar Filing: BOC GROUP PLC - Form 6-K

Product name, e.g. call option	Writing, selling, purchasing, varying etc.	Number of securities to which the option relates (Note 7)	Exercise price	Type, e.g. American, European etc.
N/A	N/A	N/A	N/A	N/A

(ii) Exercising

Product name, e.g. call option	Number of securities	Exercise
Exercise (ESOS)	37,590	776p
Exercise (LTIP)	13,184	NIL

(d) Other dealings (including new securities) (Note 4)

Nature of transaction (Note 8)	Details	Price per
N/A	N/A	N/A

Page 13 of 21

4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

The sale of the shares as described in paragraph 3(a) is being made by Mr Masters in order to fund the exercise of his options as set out in paragraph 3(c) (ii). The Panel on Takeovers and Mergers has confirmed on an ex parte basis that this sale has no Code consequences.

Is a Supplemental Form 8 attached? (Note 9) - NO

Date of disclosure	1 September 2006
Contact name	Sarah Larkins
Telephone number	01276 807383
Name of offeree/offeror with which associated	The BOC Group plc

Edgar Filing: BOC GROUP PLC - Form 6-K

-----  
Specify category and nature of associate status (Note 10)

-----  
Category (3) - directors, relatives and related companies and its subsidiaries and their associated companies  
-----

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)  
-----

Page 14 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 4 SEPTEMBER 2006  
AT 08.59 HRS UNDER REF: PRNUK-0409060858-A564

4 September 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 1 September 2006 it had in issue 516,026,003 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

Page 15 of 21

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 4 SEPTEMBER 2006  
AT 11.16 HRS UNDER REF: PRNUK-0409061114-FB56

FORM 8.1

DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES  
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS  
(Rules 8.1(a) and (b)(i) of the Takeover Code)

Edgar Filing: BOC GROUP PLC - Form 6-K

1. KEY INFORMATION

Name of person dealing (Note 1)	See attached Schedule
Company dealt in	The BOC Group plc
Class of relevant security to which the dealings each being disclosed relate (Note 2)	Ordinary shares of 25 pence
Date of dealing	See attached Schedule

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt

	Long		
	Number	(%)	
(1) Relevant securities	See attached Schedule	See attached Schedule	S
(2) Derivatives (other than options)	N/A	N/A	
(3) Options and agreements to purchase/sell	N/A	N/A	
Total	See attached Schedule	See attached Schedule	S

(b) Interests and short positions in relevant securities of the company, other than the clas

Class of relevant security:	Long		
	Number	(%)	
(1) Relevant securities	N/A	N/A	
(2) Derivatives (other than options)	N/A	N/A	

Edgar Filing: BOC GROUP PLC - Form 6-K

(3) Options and agreements to purchase/sell	N/A	N/A
---	-----	-----

Total	N/A	N/A
-------	-----	-----

(c) Rights to subscribe (Note 3)

Class of relevant security:	Details
-----------------------------	---------

Ordinary Shares of 25p each	See attached Schedule
-----------------------------	-----------------------

3. DEALINGS (Note 4)

(a) Purchases and sales

Purchase/sale	Number of securities	Price per security
---------------	----------------------	--------------------

See attached Schedule		
-----------------------	--	--

(b) Derivatives transactions (other than options)

Product name, e.g. CFD	Long/short (Note 6)	Number of securities (Note 7)
---------------------------	---------------------	-------------------------------

N/A	N/A	N/A
-----	-----	-----

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

Product name, e.g. call option	Writing, selling, purchasing, varying etc.	Number of securities to which the option relates (Note 7)	Exercise price	Type, e.g. American, European etc.
-----------------------------------	---	---	-------------------	--

N/A	N/A	N/A	N/A	N/A
-----	-----	-----	-----	-----

(ii) Exercising

Product name, e.g. call option	Number of securities	Exercise price
--------------------------------	----------------------	----------------

N/A	N/A	N/A
-----	-----	-----

(d) Other dealings (including new securities) (Note 4)

Nature of transaction (Note 8)	Details	Price per security
--------------------------------	---------	--------------------

Edgar Filing: BOC GROUP PLC - Form 6-K

-----  
 N/A

-----  
 N/A

-----  
 N/A

4. OTHER INFORMATION

Page 17 of 21

Agreements, arrangements or understandings relating to options or derivatives

-----  
 Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.  
 -----

None

Is a Supplemental Form 8 attached? (Note 9)

- NO

-----  
 Date of disclosure

4 September 2006

-----  
 Contact name

Sarah Larkins

-----  
 Telephone number

01276 807383

-----  
 Name of offeree/offerator with which associated

The BOC Group plc

-----  
 Specify category and nature of associate status (Note 10)

Category (3) - direct relatives and relatives and its subsidiaries and their associated companies

Notes

-----  
 The Notes on Form 8.1 can be viewed on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)  
 -----

Page 18 of 21

SCHEDULE

## Edgar Filing: BOC GROUP PLC - Form 6-K

Form 8.1 Aggregated Dealings Disclosure  
For category 3 associates the period 25 August to 1 September 2006

### Part A - Purchases and Sales

Name	Date of dealing	Purchase/Sale	Number of shares	Price ((
Stuart JARA	25/08.06	Purchase (ESOS)	6000	851p
Stuart JARA	25/08/06	Purchase (ESOS)	1700	914p
Stuart JARA	25/08/06	Purchase (ESOS)	6841	937p
Stuart JARA	25/08/06	Purchase (ESOS)	5000	993p
James BLAKE	25/08/06	Purchase (ESOS)	4073	993p
James BLAKE	25/08/06	Purchase (ESOS)	7831	776p
James Alexander FORD	01/09/06	Purchase (ESOS)	23,453	776p
Martin GIBBONS	18/08/06	Purchase (ESOS)	3021	993p
Michael Stewart HUGGON	30/08/06	Purchase (ESOS)	1,845	1,016p
Michael Stewart HUGGON	30/08/06	Purchase (ESOS)	10,655	1,016p
Michael Stewart HUGGON	01/09/06	Purchase (LTIP)	5,221	NIL
Michael Stewart HUGGON	01/09/06	Sale	17,721	1,615p

Page 19 of 21

### Part B - Exercising Options

Name	Date of exercise	Product name (e.g. option/award)	Number of shares acquired	Exercise price (( share
Stuart JARA	25/08/06	ESOS	6000	851p
Stuart JARA	25/08/06	ESOS	1700	914p
Stuart JARA	25/08/06	ESOS	6841	937p



Edgar Filing: BOC GROUP PLC - Form 6-K

Stuart JARA	25/08/06	ESOS	5000	993p
James BLAKE	25/08/06	ESOS	4073	993p
James BLAKE	25/08/06	ESOS	7831	776p
James Alexander FORD	01/09/06	ESOS	23,453	776p
Martin GIBBONS	18/08/06	ESOS	3021	993p
Michael Stewart HUGGON	30/08/06	ESOS	1,845	1,016p
Michael Stewart HUGGON	30/08/06	ESOS	10,655	1,016p
Michael Stewart HUGGON	01/09/06	LTIP	5,221	NIL

Page 20 of 21

SIGNATURE

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

Date: September 7, 2006

By: /s/ Sarah Larkins

-----  
 Name: Sarah Larkins  
 Title: Assistant Company Secretary

Page 21 of 21