

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC  
Form 6-K  
August 29, 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 14 August to 25 August 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  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 14 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 11 August 2006 the Company had 515,037,213 Ordinary shares in issue.

2. A notification dated 15 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 14 August 2006 the Company had 515,042,913 Ordinary shares in issue.
3. A notification dated 15 August 2006 advising of the exercise of options over 92,570 Ordinary shares in the Company and subsequent sale of 44,394 shares and transfer of 2,901 shares to F A Deeming by N Deeming, a person discharging managerial responsibility within the BOC Group.
4. A notification dated 16 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 15 August 2006 the Company had 515,144,534 Ordinary shares in issue.
5. A notification dated 17 August 2006 confirming that copies of the resolution passed at the EGM held on 16 August 2006 and the Company's amended Articles of Association had been submitted to the UK Listing Authority's Document Viewing Facility.
6. A notification dated 17 August 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 14,948 Ordinary shares in the Company in which the directors have a technical interest.
7. A notification dated 18 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 17 August 2006 the Company had 515,152,833 Ordinary shares in issue.
8. A notification dated 18 August 2006 advising of the transfer by Ogier Trustee (Jersey) Limited to The BOC Group plc Employee Share Trust (1995), of a total of 98,508 Ordinary shares in the Company in which the directors have a technical interest.
9. A notification dated 18 August 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.
10. A notification dated 21 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 18 August 2006 the Company had 515,207,723 Ordinary shares in issue.
11. A notification dated 22 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 21 August 2006 the Company had 515,217,223 Ordinary shares in issue.
12. A notification dated 23 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 22 August 2006 the Company had 515,379,414 Ordinary shares in issue.
13. A notification dated 23 August 2006 advising of the exercise of options over 97,012 Ordinary shares in the Company and subsequent sale of 61,141 shares by K Rajagopal, a director of The BOC Group plc.
14. A notification dated 23 August 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.
15. A notification dated 23 August 2006 advising that Credit Suisse have a 10% interest in the issued Ordinary share capital of the Company.
16. A notification dated 23 August 2006 advising that The Goldman Sachs Group, Inc have a 5.8% interest in the issued Ordinary share capital

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

of the Company.

17. A notification dated 24 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 23 August 2006 the Company had 515,486,839 Ordinary shares in issue.
18. A notification dated 24 August 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 22,423 Ordinary shares in the Company in which the directors have a technical interest.

Page 2 of 39

19. A notification dated 25 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 24 August 2006 the Company had 515,495,545 Ordinary shares in issue.
20. A notification dated 25 August 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.
21. A notification dated 25 August 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 7,630 Ordinary shares in the Company in which the directors have a technical interest.

Page 3 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 14 AUGUST 2006  
AT 09.02 HRS UNDER REF: PRNUK-1408060902-07D1

14 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 11 August 2006 it had in issue 515,037,213 (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

Edgar Filing: BOC GROUP PLC - Form 6-K

The Maitland Consultancy

Neil Bennett

0207 379 5151

Page 4 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 15 AUGUST 2006  
08.54 HRS UNDER REF: PRNUK-1508060854-4512

15 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 14 August 2006 it had in issue 515,042,913 (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 5 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 15 AUGUST 2006  
AT 18.21 HRS UNDER REF: PRNUK-1508061819-1364

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).

- (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 the

Edgar Filing: BOC GROUP PLC - Form 6-K

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 should in block capital letters.

1.	Name of the issuer  THE BOC GROUP plc	2.	State whether the notification re transaction notified in accordance with section 3.1.4R(1) (a); or  (ii) DR 3.1.4(R) (1) (b) a disclosure in accordance with section 324 (as amended by section 328) of the Companies Act 2006  (iii) both (i) and (ii)  IN ACCORDANCE WITH (i) ABOVE
3.	Name of person discharging managerial responsibilities/director  NICHOLAS DEEMING	4.	State whether notification related to a person discharging managerial responsibilities/director named in 3 above and identify the connected person  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  IN RESPECT OF A HOLDING OF THE PERSON DISCHARGING MANAGERIAL RESPONSIBILITY IN 3 ABOVE	6.	Description of shares (including debentures or derivatives or financial instruments relating to shares)  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  NICHOLAS DEEMING - 45,275	8.	State the nature of the transaction  EXERCISE OF 92,570 EXECUTIVE SHARE OPTIONS AND LTIP OPTIONS

FENELLA ANN DEEMING - 2,901

GRANTED IN MAY 2001 AND FEBRUARY 2003, TRANSFER OF 2,901 SHARES TO FENELLA ANN DEEMING ON THE SUBSEQUENT SALE OF 44,394 SHARES EXERCISE

Edgar Filing: BOC GROUP PLC - Form 6-K

9.	Number of shares, debentures or financial instruments relating to shares acquired	10.	Percentage of issued class acquired shares of that class should not be taken into account when calculating percentage
	92,570		0.01%
11.	Number of shares, debentures or financial instruments relating to shares disposed	12.	Percentage of issued class disposed shares of that class should not be taken into account when calculating percentage
	44,394		LESS THAN 0.01%
13.	Price per share or value of transaction	14.	Date and place of transaction
	42,622 AT 776P PER SHARE; 35,000 AT 1034P PER SHARE; 14,948 AT NIL COST PER SHARE - EXERCISE		15 AUGUST 2006, LONDON
	44,394 AT 1610P PER SHARE - 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 transaction
	48,176 SHARES / 143,574 OPTIONS		15 AUGUST 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 exercised
19.	Total amount paid (if any) for grant of the option	20.	Description of shares or debentures (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 or options held following notification

Edgar Filing: BOC GROUP PLC - Form 6-K

-----  
23. Any additional information

24. Name of contact and telephone num  
-----

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification: 15 AUGUST 2006  
-----

Page 8 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 16 AUGUST 2006  
AT 08.42 HRS UNDER REF: PRNUK-1608060841-1E8A

16 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 15 August 2006 it had in issue 515,144,534 (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 9 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 17 AUGUST 2006  
AT 09.36 HRS UNDER REF: PRNUK-1708060935-FD79

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

17 August 2006

The BOC Group plc - EGM Resolution

Copies of the resolution passed at the EGM held on 16 August 2006 and BOC's amended Articles of Association have been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility, which is situated at:

The Financial Services Authority

25 The North Colonnade

Canary Wharf

London E14 5HS

Tel.no. (0)20 7066 1000

Page 10 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 17 AUGUST 2006  
AT 14.11 HRS UNDER REF: PRNUK-1708061410-4701

17 August 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 17 August 2006 of 14,948 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 14,948 Ordinary shares, the Trustee now holds 4,192,648 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 4,192,648 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 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 18 AUGUST 2006  
AT 08.52 HRS UNDER REF: PRNUK-1808060852-1563

18 August 2006





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

ON 18 AUGUST 2006  
AT 16.52 HRS UNDER REF: PRNUK-1808161647-7D83

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)	See attached Schedule
Company dealt in	The BOC Group plc
Class of relevant security to which the dealings 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 in (Note 3)

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

(b) Interests and short positions in relevant securities of the company, other than the class dealt in (Note 3)

Edgar Filing: BOC GROUP PLC - Form 6-K

Class of relevant security:

Long

S

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

Page 14 of 39

(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 unit (Note 5)
---------------	----------------------	-------------------------

See attached Schedule

(b) Derivatives transactions (other than options)

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

Edgar Filing: BOC GROUP PLC - Form 6-K

N/A 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.	Expiry date
--------------------------------	--	---	----------------	------------------------------------	-------------

N/A N/A N/A N/A N/A N/A

(ii) Exercising

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

N/A N/A N/A

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

Nature of transaction (Note 8)	Details	Price per unit (if applicable)
--------------------------------	---------	--------------------------------

N/A N/A N/A

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

Edgar Filing: BOC GROUP PLC - Form 6-K

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 18 August 2006  
-----

Contact name Sarah Larkins  
-----

Telephone number 01276 807383  
-----

Name of offeree/offeror with which associated The BOC Group plc  
-----

Specify category and nature of associate status (Note 10) Category (3) - directors (together with their relatives and related trusts) of the Company and its subsidiaries and fellow subsidiaries of 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 16 of 39

SCHEDULE

Form 8.1 Aggregated Dealings Disclosure

For category 3 associates the period 11 August to 18 August 2006

Part A - Purchases and Sales

-----  
Name Date of dealing Purchase/Sale Number of shares Price ((pound))  
-----

Edgar Filing: BOC GROUP PLC - Form 6-K

Nicholas DEEMING	15/08/2006	Purchase (ESOS)	42,622	776p
Nicholas DEEMING	15/08/2006	Purchase (ESOS)	35,000	1034p
Nicholas DEEMING	15/08/2006	Purchase (LTIP)	14,948	NIL
Nicholas DEEMING	15/08/2006	Sale	44,394	1610p
Paul DIXON	17/08/2006	Purchase (SAYE)	541	698p
Anthony Alfred HEMMING	17/08/2006	Purchase (ESOS)	725	851p
Anthony Alfred HEMMING	17/08/2006	Sale	725	1610p
Colin Gordon ISAAC	17/08/2006	Purchase (SAYE)	1,353	698p
Stephen Ellis ORMROD	17/08/2006	Purchase (ESOS)	15,227	776p
Stephen Ellis ORMROD	17/08/2006	Sale	15,227	1610p
Philip STRUTHERS	17/08/2006	Purchase (ESOS)	5,000	873.25p
Philip STRUTHERS	17/08/2006	Sale	5,000	1610p

Page 17 of 39

Part B - Exercising Options

Name	Date of exercise	Product name (e.g. option/award)	Number of shares acquired	Exercise price ((pound)) per share
Nicholas DEEMING	15/08/2006	Option (ESOS)	42,622	776p
Nicholas DEEMING	15/08/2006	Option (ESOS)	35,000	1034p
Nicholas DEEMING	15/08/2006	Option (LTIP)	14,948	NIL
Paul DIXON	17/08/2006	Option (SAYE)	541	698p
Anthony Alfred HEMMING	17/08/2006	Option (ESOS)	725	851p
Colin Gordon ISAAC	17/08/2006	Option (SAYE)	1,353	698p
Stephen Ellis ORMROD	17/08/2006	Option (ESOS)	15,227	776p
Philip STRUTHERS	17/08/2006	Option (ESOS)	5,000	873.25p

Page 18 of 39

Edgar Filing: BOC GROUP PLC - Form 6-K

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 21 AUGUST 2006  
AT 09.12 HRS UNDER REF: PRNUK-2108060909-7F6B

21 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 18 August 2006 it had in issue 515,207,723 (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 19 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 22 AUGUST 2006  
AT 09.15 HRS UNDER REF: PRNUK-2208060915-3D4E

22 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 21 August 2006 it had in issue 515,217,223 (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

Edgar Filing: BOC GROUP PLC - Form 6-K

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

Page 20 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 23 AUGUST 2006  
AT 09.05 HRS UNDER REF: PRNUK-2308060905-4E99

23 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 22 August 2006 it had in issue 515,379,414 (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 21 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 23 AUGUST 2006  
AT 14.10 HRS UNDER REF: PRNUK2308061407-0469

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.



Edgar Filing: BOC GROUP PLC - Form 6-K

- (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.

<p>1. Name of the issuer</p> <p>THE BOC GROUP plc</p>	<p>2. State whether the notification relates to a transaction notified in accordance with section 3.1.4R(1) (a); or</p> <p>(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</p> <p>(iii) both (i) and (ii)</p> <p>IN RESPECT OF BOTH (i) AND (ii)</p>
<p>3. Name of person discharging managerial responsibilities/director</p> <p>KRISHNAMURTHY RAJAGOPAL</p>	<p>4. State whether notification relates to a transaction connected with a person discharging managerial responsibilities/director named in 3.1.4R(1) (a) or (b) and identify the connected person</p> <p>N/A</p>
<p>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</p> <p>IN RESPECT OF A HOLDING OF THE DIRECTOR IN 3 ABOVE</p>	<p>6. Description of shares (including debentures or derivatives or financial instruments relating to shares)</p> <p>ORDINARY SHARES OF 25p EACH</p>
<p>7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them</p> <p>KRISHNAMURTHY RAJAGOPAL</p>	<p>8. State the nature of the transaction</p> <p>EXERCISE OF 97,012 EXECUTIVE AND NON-EXECUTIVE OPTIONS GRANTED IN FEBRUARY 2003 AND SUBSEQUENTLY 61,141 SHARES ACQUIRED UPON EXERCISE</p>
<p>9. Number of shares, debentures or financial instruments relating to shares acquired</p>	<p>10. Percentage of issued class acquired and the percentage of shares of that class should not be</p>

Edgar Filing: BOC GROUP PLC - Form 6-K

account when calculating percentage

	35,871		LESS THAN 0.01%
11.	Number of shares, debentures or financial instruments relating to shares disposed	12.	Percentage of issued class disposed shares of that class should not be taken into account when calculating percentage
	61,141		0.01%
13.	Price per share or value of transaction	14.	Date and place of transaction
	74,589 AT 776P AND 22,423 AT NIL COST PER SHARE (EXERCISE)		22 AUGUST 2006, LONDON
	61,141 AT 1610.3825P (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 transaction
	57,687 SHARES / 241,449 OPTIONS		23 AUGUST 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 options may be exercised
19.	Total amount paid (if any) for grant of the option	20.	Description of shares or debentures (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 or options held following notification
23.	Any additional information	24.	Name of contact and telephone number
	The sale of the shares as described in 8 above is being made by Dr. Rajagopal in		

Edgar Filing: BOC GROUP PLC - Form 6-K

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 23 AUGUST 2006

Page 24 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE ON 23 AUGUST 2006 AT 14.32 HRS UNDER REF: PRNUK-2308061432-C662

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)	Krishnamurthy RAJAGOPAL
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	22 August 2006

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt in (Note 3)

	Long	S
	Number	(%)
	Number	Number

Edgar Filing: BOC GROUP PLC - Form 6-K

(1) Relevant securities	57,687	0.01%	N/A
(2) Derivatives (other than options)	N/A	N/A	N/A
(3) Options and agreements to purchase/sell	N/A	N/A	N/A
Total	57,687	0.01%	N/A

(b) Interests and short positions in relevant securities of the company, other than the class dealt in (Note 3)

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

Page 25 of 39

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

(c) Rights to subscribe (Note 3)

Class of relevant security:	Details
Ordinary Shares of 25p each	241,449

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

### 3. DEALINGS (Note 4)

#### (a) Purchases and sales

Purchase/sale	Number of securities	Price per unit (No
Purchase (ESOS)	74,589	776p
Purchase (LTIP)	22,423	NIL
Sale	61,141	1610.3825p

#### (b) Derivatives transactions (other than options)

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

##### (ii) Exercising

Product name, e.g. call option	Number of securities	Exercise price per u
Exercise (ESOS)	74,589	776p
Exercise (LTIP)	22,423	NIL

Edgar Filing: BOC GROUP PLC - Form 6-K

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

Nature of transaction (Note 8)	Details	Price per unit (if a 5)
N/A	N/A	N/A

Page 26 of 39

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 Dr. Rajagopal 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 23 August 2006

Contact name Sarah Larkins

Telephone number 01276 807383

Name of offeree/offeror with which associated The BOC Group plc

Specify category and nature of associate status (Note 10) Category (3) - directors (together

Edgar Filing: BOC GROUP PLC - Form 6-K

relatives and related trusts) of T  
and its subsidiaries and fellow su  
their associated companies.

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at  
www.thetakeoverpanel.org.uk

Page 27 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 23 AUGUST 2006  
AT 17.13 HRS UNDER REF: PRNUK-2308061712-8C82

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

1. Name of company 2. Name of shareholder having a major

THE BOC GROUP plc

CREDIT SUISSE

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 4. Name of the registered holder(s) one holder, the number of shares

NOTIFICATION IN RESPECT OF THE PARTY NAMED IN 2 ABOVE

CREDIT SUISSE SECURITIES (EUROPE)  
CREDIT SUISSE INTERNATIONAL - 1,0  
CREDIT SUISSE SECURITIES (USA) LL

5. Number of shares/amount of stock acquired 6. Percentage of issued class 7. Number of shares/amount of stock disposed 8. P

Edgar Filing: BOC GROUP PLC - Form 6-K

9. Class of security  
ORDINARY SHARES OF 25P EACH

10. Date of transaction  
21 AUGUST 2006

11. D  
2

12. Total holding following this notification  
51,570,566

13. Total percentage holding of issue notification  
10%

14. Any additional information  
IN A LETTER DATED 23 AUGUST 2006, THE BOC GROUP plc HAS BEEN ADVISED THAT CREDIT SUISSE HOLDS A 10% (PREVIOUSLY 9.19%) INTEREST IN THE ORDINARY SHARE CAPITAL OF THE COMPANY.

15. Name of contact and telephone number  
SARAH LARKINS  
ASSISTANT COMPANY SECRETARY  
01276 807383

16. Name and signature of authorised company official responsible for making this notification  
SARAH LARKINS

Date of notification 23 AUGUST 2006

Page 28 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 23 AUGUST 2006  
AT 17.25 HRS UNDER REF: PRNUK-2308061719-1ECB

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

1. Name of company  
THE BOC GROUP plc

2. Name of shareholder having a major  
THE GOLDMAN SACHS GROUP, INC.



Edgar Filing: BOC GROUP PLC - Form 6-K

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

4. Name of the registered holder(s) holder, the number of shares held

NOTIFICATION IN RESPECT OF A PARTY NAMED IN 2 ABOVE

GOLDMAN, SACHS & Co - 66,946  
GOLDMAN SACHS INTERNATIONAL - 29,

5. Number of shares/amount of stock acquired

6. Percentage of issued class

7. Number of shares/amount of stock disposed

8. P

9. Class of security

10. Date of transaction

11. D

ORDINARY SHARES OF 25P EACH

21 AUGUST 2006

2

12. Total holding following this notification

13. Total percentage holding of issue notification

29,730,956

5.8%

14. Any additional information

15. Name of contact and telephone num

IN A LETTER DATED 23 AUGUST 2006, THE BOC GROUP plc HAS BEEN ADVISED THAT THE GOLDMAN SACHS GROUP, INC HOLDS A 5.8% (PREVIOUSLY 6.15%) INTEREST IN THE ORDINARY SHARE CAPITAL OF THE COMPANY.

SARAH LARKINS  
ASSISTANT COMPANY SECRETARY  
01276 807383

16. Name and signature of authorised company official responsible for making this notification

SARAH LARKINS

Date of notification 23 AUGUST 2006

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 24 AUGUST 2006  
AT 09.08 HRS UNDER REF: PRNUK-2408060907-7A36

24 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 23 August 2006 it had in issue 515,486,839 (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

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 24 AUGUST 2006  
AT 16.34 HRS UNDER REF: PRNUK-2408061633-6561

24 August 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 24 August 2006 of 22,423 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 22,423 Ordinary shares, the Trustee now holds 4,268,733 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 4,268,733 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



Edgar Filing: BOC GROUP PLC - Form 6-K

-----  
 Class of relevant security to which the Ordinary shares of 25 pence  
 dealings each being disclosed relate (Note 2)  
 -----

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 in (Note 3)

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

(b) Interests and short positions in relevant securities of the company, other than the class dealt in (Note 3)

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

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

Total	N/A	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 unit (No
---------------	----------------------	--------------------

See attached Schedule

(b) Derivatives transactions (other than options)

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

N/A	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,	Number of securities to which the option	Exercise price	Type, e.g. American, European	Expiry date
--------------------------------	-------------------------------	--	----------------	-------------------------------	-------------

Edgar Filing: BOC GROUP PLC - Form 6-K

varying etc. relates (Note 7) etc.

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

(ii) Exercising

Product name, e.g. call option	Number of securities	Exercise price per
N/A	N/A	N/A

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

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

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.

None

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

Edgar Filing: BOC GROUP PLC - Form 6-K

Date of disclosure 25 August 2006

Contact name Carol Hunt

Telephone number 01276 807759

Name of offeree/offeror with which associated The BOC Group plc

Specify category and nature of associate status (Note 10) Category (3) - directors (together with their relatives and related trusts) of the offeror and its subsidiaries and fellow 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 35 of 39

SCHEDULE

Form 8.1 Aggregated Dealings Disclosure

For category 3 associates the period 18 August to 25 August 2006

Part A - Purchases and Sales

Name	Date of dealing	Purchase/Sale	Number of shares	Price ((pound))
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	6,304	980p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	6,715	914p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	7,199	851p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	6,841	937p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	525	993p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	6,208	993p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	13,267	993p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	6,961	1016p

Edgar Filing: BOC GROUP PLC - Form 6-K

Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	493	1016p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	14,546	1016p
Stanley BOROWIEC	22/08/2006	Purchase (ESOS)	22,000	873.25p
Stanley BOROWIEC	22/08/2006	Sale	59,211	1610p
Carol Anne HUNT	22/08/2006	Purchase (ESOS)	500	993p
Carol Anne HUNT	22/08/2006	Purchase (ESOS)	1,000	1016p
Carol Anne HUNT	22/08/2006	Purchase (ESOS)	1,703	873.25p
Carol Anne HUNT	22/08/2006	Purchase (ESOS)	1,297	873.25p
Carol Anne HUNT	22/08/2006	Sale	2,820	1610p
Stephen ORMROD	18/08/2006	Purchase	4,627	776p
Brett KIMBER	22/08/2006	Purchase (ESOS)	6,961	1016p
Brett KIMBER	22/08/2006	Purchase (ESOS)	7,500	873.25p
Brett KIMBER	22/08/2006	Sale	8,482	1610p
Jonathan FUNDREY	22/08/2006	Purchase (ESOS)	7,500	1016p
Jonathan FUNDREY	22/08/2006	Sale	7,500	1610p

Page 36 of 39

Part B - Exercising Options

Name	Date of exercise	Product name (e.g. option/award)	Number of shares shares acquired	Exercise price ((pound) per share
Stanley BOROWIEC	22/08/2006	ESOS	6,304	980p
Stanley BOROWIEC	22/08/2006	ESOS	6,715	914p
Stanley BOROWIEC	22/08/2006	ESOS	7,199	851p
Stanley BOROWIEC	22/08/2006	ESOS	6,841	937p
Stanley BOROWIEC	22/08/2006	ESOS	525	993p
Stanley BOROWIEC	22/08/2006	ESOS	6,208	993p
Stanley BOROWIEC	22/08/2006	ESOS	13,267	993p



Edgar Filing: BOC GROUP PLC - Form 6-K

Stanley BOROWIEC	22/08/2006	ESOS	6,961	1016p
Stanley BOROWIEC	22/08/2006	ESOS	493	1016p
Stanley BOROWIEC	22/08/2006	ESOS	14,546	1016p
Stanley BOROWIEC	22/08/2006	ESOS	22,000	873.25p
Carol Anne HUNT	22/08/2006	ESOS	500	993p
Carol Anne HUNT	22/08/2006	ESOS	1,000	1016p
Carol Anne HUNT	22/08/2006	ESOS	1,703	873.25p
Carol Anne HUNT	22/08/2006	ESOS	1,297	873.25p
Brett KIMBER	22/08/2006	ESOS	6,961	1016p
Brett KIMBER	22/08/2006	ESOS	7,500	873.25p
Jonathan FUNDREY	22/08/2006	ESOS	7,500	1016p

Page 37 of 39

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 25 AUGUST 2006  
AT 16.05 HRS UNDER REF: PRNUK-2508061604-C138

25 August 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 25 August 2006 of 7,630 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 7,630 Ordinary shares, the Trustee now holds 4,261,103 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 4,261,103 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 38 of 39

SIGNATURE

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

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: August 29, 2006

By: /s/ Sarah Larkins

-----  
Name: Sarah Larkins

Title: Assistant Company Secretary

Page 39 of 39