

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC
Form 6-K
August 14, 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 31 July to 11 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 31 July 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 28 July 2006 the Company had 514,650,768 Ordinary shares in issue.

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2. A notification dated 31 July 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 6,427 Ordinary shares in the Company in which the directors have a technical interest.
3. A notification dated 31 July 2006 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), a total of 28,684 Ordinary shares in the Company in which the directors have a technical interest.
4. A notification dated 1 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 31 July 2006 the Company had 514,724,693 Ordinary shares in issue.
5. A notification dated 2 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 1 August 2006 the Company had 514,726,804 Ordinary shares in issue.
6. A notification dated 2 August 2006 advising of the publication of the Supplementary Prospectus for The BOC Group plc (pound)850,000,000 Euro Medium Term Note Programme incorporating by reference the Nine Months Results for the period ended 30 June 2006 of The BOC Group plc.
7. A notification dated 3 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 2 August 2006 the Company had 514,766,218 Ordinary shares in issue.
8. A notification dated 4 August 2006 advising that UBS AG have a 8.00% interest in the issued Ordinary share capital of the Company.
9. A notification dated 4 August 2006 advising of the exercise of options over 218,687 Ordinary shares in the Company and subsequent sale of 162,170 shares by S J Dempsey, a person discharging managerial responsibility within the BOC Group.
10. A notification dated 4 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.
11. A notification dated 7 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 4 August 2006 the Company had 514,984,844 Ordinary shares in issue.
12. A notification dated 7 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 9,396 Ordinary shares in the Company in which the directors have a technical interest.
13. A notification dated 8 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 7 August 2006 the Company had 514,985,344 Ordinary shares in issue.
14. A notification dated 9 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 8 August 2006 the Company had 515,011,068 Ordinary shares in issue.
15. A notification dated 9 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 6,583 Ordinary shares in the Company in which the directors have a technical interest.
16. A notification dated 10 August 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 9 August 2006 the Company had 515,031,068 Ordinary shares in issue.

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17. A notification dated 11 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.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 31 JULY 2006
AT 08.54 HRS UNDER REF: PRNUK-3107060853-35CE

31 July 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 28 July 2006 it had in issue 514,650,768 (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

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 31 JULY 2006
AT 10.02 HRS UNDER REF: PRNUK-3107061001-6878

31 July 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 28 July

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2006 of 6,427 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 6,427 Ordinary shares, the Trustee now holds 4,252,259 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 4,252,259 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.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 31 JULY 2006
AT 13.46 HRS UNDER REF: PRNUK-3107061345-D51A

31 July 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 31 July 2006 of 28,684 Ordinary shares of 25p each in the Company at an average exercise price of 942p 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 28,684 Ordinary shares, the Trustee now holds 4,223,575 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 4,223,575 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.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 1 AUGUST 2006
AT 08.57 HRS UNDER REF: PRNUK-0108060855-63BF

1 August 2006

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The Maitland Consultancy

Neil Bennett

0207 379 5151

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THE BOC GROUP plc ANNOUNCEMENT RELEASED
TO A REGULATORY INFORMATION SERVICE ON
2 AUGUST 2006 AT 17.11 HRS UNDER REF: 1699H

Publication of Prospectus

The following prospectus has been approved by the UK Listing Authority and is available for viewing:

Supplementary Prospectus for The BOC Group plc (pound)850,000,000 Euro Medium Term Note Programme incorporating by reference the Nine Months Results for the period ended 30 June 2006 of The BOC Group plc

To view the full document, please paste the following URL into the address bar of your browser.

www.rns-pdf.londonstockexchange.com/rns/1699h_-2006-8-2.pdf

For further information, please contact

Peter Turner - Director, Taxation and Treasury
The BOC Group plc
Telephone: 01276 477222

Sarah Larkins - Assistant Company Secretary
The BOC Group plc
Telephone:01276 477222

DISCLAIMER - INTENDED ADDRESSEES

Please note that the information contained in the Prospectus may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Prospectus is not addressed. Prior to relying on the information contained in the Prospectus you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

Your right to access this service is conditional upon complying with the above requirement.

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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) and, if more than one holder, the number of shares held by each of them

NOTIFICATION IN RESPECT OF THE PARTY NAMED IN 2 ABOVE

UBS AG LONDON BRANCH - 39,949,864
UBS GLOBAL ASSET MANAGEMENT LIFE LIMITED - 1,226,243
UBS SECURITIES LLC - 7,020
UBS FINANCIAL SERVICES INC - 900

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

10. Date of transaction

11. Date company informed

ORDINARY SHARES OF 25P EACH

2 AUGUST 2006

4 AUGUST 2006

12. Total holding following this notification

13. Total percentage holding of issued class following this notification

41,184,027

8.00%

14. Any additional information

15. Name of contact and telephone number for queries

IN A LETTER DATED 3 AUGUST 2006, THE BOC GROUP plc HAS BEEN ADVISED THAT UBS AG HOLDS A 8.00% (PREVIOUSLY 7.57%) 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 4 AUGUST 2006

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 4 AUGUST 2006
AT 11.36 HRS UNDER REF: PRNUK-0408061134-D94F

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 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	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)
THE BOC GROUP plc	IN ACCORDANCE WITH (i) ABOVE

3. Name of person discharging managerial relates to a person responsibilities/director	4. State whether notification connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person
STEPHEN JAMES DEMPSEY	N/A

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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 (class), debenture or derivative or financial instruments relating to shares
IN RESPECT OF A HOLDING OF THE PERSON DISCHARGING MANAGERIAL RESPONSIBILITY 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
STEPHEN JAMES DEMPSEY	EXERCISE OF A TOTAL OF 218,687 EXECUTIVE SHARE OPTIONS AND LTIP OPTIONS GRANTED IN FEBRUARY 1999, MAY 2000, FEBRUARY 2001, FEBRUARY 2002 AND FEBRUARY 2003 & SUBSEQUENT SALE OF 162,170 SHARES

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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)
218,687	0.04%

11. Number of shares, debentures or financial instruments relating to shares disposed	12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
162,170	0.03%

13. Price per share or value of transaction	14. Date and place of transaction
15,000 AT 851P; 87,500 AT 937P; 35,000 AT 993P; 45,000 AT 1016P; 26,791 AT 776P AND 9,396 AT NIL VALUE (EXERCISE)	3 AUGUST 2006, WINDLESHAM
162,170 AT 1604P 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
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61,693 SHARES / 90,940 OPTIONS

4 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 it can be exercised

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

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

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification 4 AUGUST 2006

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY
INFORMATION SERVICE ON 4 AUGUST 2006
AT 15.38 HRS UNDER REF: PRNUK-0408061537-9F84

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

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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
(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

(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

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

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Total	N/A	N/A
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(c) Rights to subscribe (Note 3)

Class of relevant security:	Details
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Ordinary Shares of 25p each	See attached Schedule
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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
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(Note 5)

N/A

N/A

N/A

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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

Date of disclosure

4 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) - direct close relatives and Group plc and its subsidiaries and the

Notes

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

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For category 3 associates the period 28 July to 4 August 2006

Part A - Purchases and Sales

Name	Date of dealing	Purchase/Sale	Number of shares	Price ((pound
Kevin BAUDHUIN	28/07/2006	Purchase (LTIP)	6,427	Nil Cost
Roger DIXON	18/07/2006	Sale	959	1598p
Gerald Finbarr Healy DONOVAN	01/08/2006	Purchase (SAYE)	293	870p
Steven ELLIS	26/07/2006	Sale (ESOS)	1,203	1603p

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Part B - Exercising Options

Name	Date of exercise	Product name (e.g. option/award)	Number of shares acquired	Exercise price ((po share
Kevin BAUDHUIN	28/07/2006	Option (LTIP)	6,427	Nil Cost
Gerald Finbarr Healy DONOVAN	01/08/2006	Option (SAYE)	293	870p
Steven ELLIS	26/07/2006	Option (ESOS)	1,203	873.25p

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 7 AUGUST 2006
AT 09.05 HRS UNDER REF: PRNUK-0708060902-F829

7 August 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

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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 4 August 2006 it had in issue 514,984,844 (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

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 7 AUGUST 2006
AT 10.04 HRS UNDER REF: PRNUK-0708061003-A35E

7 August 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 7 August 2006 of 9,396 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 9,396 Ordinary shares, the Trustee now holds 4,214,179 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 4,214,179 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.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE

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ON 8 AUGUST 2006
AT 09.00 HRS UNDER REF: PRNUK-0808060859-AB3F

8 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 7 August 2006 it had in issue 514,985,344 (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

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 9 AUGUST 2006
AT 08.51 HRS UNDER REF: PRNUK-0908060850-DF59

9 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 8 August 2006 it had in issue 515,011,068 (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.

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Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 9 AUGUST 2006
AT 16.37 HRS UNDER REF: PRNUK-0908061636-4DAC

9 August 2006

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 9 August 2006 of 6,583 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 6,583 Ordinary shares, the Trustee now holds 4,207,596 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 4,207,596 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.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 10 AUGUST 2006
AT 08.49 HRS UNDER REF: PRNUK-1008060848-C32B

10 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

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Code on Takeovers and Mergers, that as at the close of business on 9 August 2006 it had in issue 515,031,068 (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

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY
INFORMATION SERVICE ON 11 AUGUST 2006
AT 15.16 HRS UNDER REF: PRNUK-1108061514-74BD

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) Peter HYLAND

Company dealt in The BOC Group plc

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

Date of dealing 21 July 2006

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

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

Long

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	Number	(%)
(1) Relevant securities	NIL	0.00%
(2) Derivatives (other than options)	N/A	N/A
(3) Options and agreements to purchase/sell	N/A	N/A
Total	NIL	0.00%

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

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

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(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	9,912

3. DEALINGS (Note 4)

(a) Purchases and sales

Purchase/sale	Number of securities	Price per
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Sale 1,275 1602p

(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
N/A	N/A	N/A

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

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

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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

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

Date of disclosure 11 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) - direct
close relatives and
Group plc and its su
subsidiaries and the

Notes

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

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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: August 14, 2006

By: /s/ Sarah Larkins

Name: Sarah Larkins
Title: Assistant Company Secretary