

VODAFONE GROUP PUBLIC LTD CO

Form 6-K

February 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

**Pursuant to Rules 13a-16 or 15d-16 under
the Securities Exchange Act of 1934**

Dated February 25, 2014

Commission File Number: 001-10086

**VODAFONE GROUP
PUBLIC LIMITED COMPANY**

(Translation of registrant's name into English)

VODAFONE HOUSE, THE CONNECTION, NEWBURY, BERKSHIRE, RG14 2FN, ENGLAND

(Address of principal executive offices)

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

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether 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 _____

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

This Report on Form 6-K contains the following:

1. A news release dated 24 February 2014 entitled NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS.

STOCK EXCHANGE ANNOUNCEMENT**Released 24 February 2014****At: 16:39****RNS: 8105A****24 February 2014****NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS****Vodafone Group Plc (the Company)**

Further to announcements released on 19 and 21 February 2014 and earlier today, the Company wishes to confirm shareholdings of its directors and persons discharging managerial responsibility (PDMRs) following the consolidation of the Company s entire ordinary share capital. As announced, Vodafone s ordinary shares of 113/7 US cents each were consolidated on the basis of 6 new ordinary shares of 20 20/21 US cents each for every existing 11 ordinary shares.

Immediately after the consolidation, the interests of each director and PDMR and those of their connected persons in the Company were as set out below. The percentage interest of the ordinary shares of Vodafone that these interests represent did not change as a result of the consolidation.

| Name of Director / PDMR | Pre-consolidation shareholding (ordinary shares of 113/7 US cents each) | Post-consolidation shareholding (new ordinary shares of 20 20/21 US cents each) |
|--------------------------------|--|--|
| Gerard Kleisterlee* | 109,552 | 59,755 |
| Vittorio Colao* | 9,286,194 | 5,065,196 |
| Andy Halford* | 2,433,348 | 1,327,280 |
| Val Gooding* | 4,104 | 2,238 |
| Renee James* | 50,000 | 27,272 |
| Alan Jebson* | 82,340 | 44,912 |
| Samuel Jonah* | 55,350 | 30,190 |
| Nick Land* | 35,000 | 19,090 |
| Anne Lauvergeon* | 31,445 | 17,151 |

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| | | |
|--------------------|-----------|-----------|
| Luc Vandevælde* | 99,034 | 54,018 |
| Stephen Pusey* | 1,556,367 | 848,927 |
| Anthony Watson* | 115,000 | 62,727 |
| Philip Yea* | 61,249 | 33,408 |
| Paolo Bertoluzzo | 1,567,543 | 855,023 |
| Warren Finegold | 3,302,428 | 1,801,324 |
| Philipp Humm | 763,295 | 416,342 |
| Nick Jefferey | 439,439 | 239,694 |
| Serpil Timuray | 1,034,221 | 564,120 |
| Matthew Kirk | 688,317 | 375,445 |
| Rosemary Martin | 816,592 | 445,413 |
| Nick Read | 1,363,728 | 743,851 |
| Ronald Schellekens | 943,088 | 514,411 |

* Denotes Director of the Company

END

SIGNATURES

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

VODAFONE GROUP
PUBLIC LIMITED COMPANY
(Registrant)

Dated: February 25, 2014

| | |
|--------|---|
| By: | /s/ R E S MARTIN |
| Name: | Rosemary E S Martin |
| Title: | Group General Counsel and Company Secretary |