

CELLTECH GROUP PLC
Form 6-K
July 20, 2004

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of

the Securities Exchange Act of 1934

For the month of **July, 2004**

Commission File Number: **1-10817**

CELLTECH GROUP PLC

(Translation of registrant's name into English)

208 Bath Road, Slough, Berkshire SL1 3WE ENGLAND

(Address of principal executive offices)

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 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

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

Enclosure: Director Shareholding announcement dated 20 July 2004

Following UCB declaring unconditional its cash offer for the entire issued and to be issued share capital of Celltech Group plc on 6 July 2004 share options granted to Celltech employees became exercisable.

Dr Goran Ando, Mr Peter Allen and Dr Melanie Lee have exercised their outstanding in the money options, including shares held under the Celltech Deferred Bonus Plan, and have accepted the cash offer of £5.50 per share from UCB.

J A D Slater
Company Secretary
20th July 2004

SIGNATURES

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

PLC

CELLTECH GROUP

(Registrant)

ALLEN

By: /s/ PETER

Officer

Peter Allen
Chief Financial

Dated: 20 July, 2004

