

BOC GROUP PLC  
Form S-8  
December 16, 2005  
As filed with the Securities and Exchange Commission  
on December 16, 2005

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**THE BOC GROUP plc**

(Exact name of registrant as specified in its charter)

**England & Wales**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Chertsey Road, Windlesham  
Surrey GU20 6HJ, England  
01276 477222**

(Address of Principal Executive Offices, including zip code)

**THE BOC GROUP PLC SHARE MATCHING PLAN**

(Full title of the plan)

**James P. Blake  
The BOC Group, Inc.  
575 Mountain Avenue  
Murray Hill, New Jersey 07974-2082**

(Name and address of agent for service)

(908) 771-4809

(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered<sup>(1)</sup></b>	<b>Amount to be registered<sup>(2)</sup></b>	<b>Proposed maximum offering price per share<sup>(3)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(3)</sup></b>	<b>Amount of registration fee</b>
Ordinary Shares of 25 pence each	1,700,000	\$20.06	\$34,102,000 <sup>(4)</sup>	\$3,648.91

(1) The ordinary shares, par value 25 pence per share (the "Ordinary Shares"), of The BOC Group plc (the "Registrant") may be represented by American Depositary Receipts, each of which represents two Ordinary Shares and are traded on the New York Stock Exchange (the "NYSE"). A registration statement on Form F-6 (Registration No. 333-5468) has been filed for the American Depositary Shares evidenced by American Depositary Receipts issuable upon deposit of the Ordinary Shares.

(2) This registration statement on Form S-8 (this "Registration Statement") shall also cover any additional Ordinary Shares which become issuable under the Share Matching Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of

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the Registrant's outstanding Ordinary Shares.

- (3) The Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are calculated using an exchange rate of \$1.7703 to £1 on December 15, 2005.
  - (4) Pursuant to Rules 457(c), (h) and (k) under the Securities Act of 1933, as amended (the "Securities Act"), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price for the 1,700,000 Ordinary Shares available under the Share Matching Plan are estimated solely for the purpose of calculating the registration fee, and are based on the average of the high and low prices of the Ordinary Shares on the London Stock Exchange on December 14, 2005.
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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item Plan Information.\***

1.

**Item Registrant Information and Employee Plan Annual Information.\***

2.

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the "Note" to Part I of Form S-8.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item Incorporation of Documents by Reference.**

3.

The following documents which have been filed with or furnished to the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference and made part of this Registration Statement:

- (a) the Registrant's Annual Report on Form 20-F (Commission File No. 000-10906) for the fiscal year ended September 30, 2005 filed on December 12, 2005; and
- (b) the description of the Registrant's Ordinary Shares and American Depositary Shares contained in the Registrant's registration statement on Form 8-A/A (Commission File No. 001-14448), filed with the Commission on September 12, 1996.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and are a part hereof from the date of filing of such documents.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item Description of Securities.**

4.

Not applicable.

**Item Interests of Named Experts and Counsel.**

5.

None.

**Item Indemnification of Directors and Officers.**

6.

The Companies Act of 1985 of the United Kingdom (the "Companies Act"), as amended, provides generally that any provision in the Registrant's articles or in any contract with the Registrant which exempts or indemnifies any officer of the Registrant, from or against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of



duty or breach of trust of which he may be guilty in relation to the Registrant, shall be void. The Companies Act does not prevent a company from purchasing insurance against any such liability for such an officer or auditor, or from indemnifying such an officer or auditor against liability incurred by him in defending any proceedings in which judgment is given in his favor, or he is acquitted, or where the court has granted him relief where he has acted as an innocent nominee for the acquisition of shares or where his conduct has been honest and reasonable.

Article 145 of the Registrant's Articles of Association provides that, where permitted by the Companies Act, the Registrant may indemnify any director or other officer against any liability. The Registrant will indemnify each director and other officer against any losses suffered as a director or officer when defending any legal proceedings in which judgment is given in his or her favor or in which he or she is acquitted. The Registrant will also indemnify a director or officer for any losses relating to any statutory application in which he or she is granted relief by the court. In addition, pursuant to Article 145, the Registrant may purchase insurance for directors or officers.

The Registrant does not otherwise have in force any contractual or other arrangements under which a director or officer of the Registrant is insured or indemnified against liability which he may incur in his capacity as such.

**Item Exemption from Registration Claimed.**

7.

Not applicable.

**Item Exhibits.**

8.

See Exhibit Index.

**Item Undertakings.**

9.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of securities registered hereby, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Murray Hill, New Jersey on this 16th day of December, 2005.

The BOC Group plc

By /s/ James P. Blake  
James P. Blake  
Vice President and General Counsel,  
The BOC Group, Inc.

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James P. Blake, individually, as his true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments, including post-effective amendments and supplements, to this Registration Statement, or any registration statement in connection herewith, and to file the same, with all exhibits thereto and any and all documents in connection therewith, with the Commission and hereby grants unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on this 16th day of December, 2005.

**Name and Signature**

**Title**

/s/ Robert Margetts

Director and Chairman

Robert Margetts

/s/ Tony Isaac

Chief Executive Officer and Director  
(Principal Executive Officer)

Tony Isaac

/s/ John Bevan

Chief Executive, Process Gas Solutions  
and Director

John Bevan  
A05514809

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**Name and Signature**

**Title**

/s/ Andrew Bonfield

Director

Andrew Bonfield

/s/ Guy Dawson

Director

Guy Dawson

/s/ Alan Ferguson

Group Finance Director

Alan Ferguson

/s/ Kent Masters

Chief Executive, Industrial & Special Products

Kent Masters

/s/ Rebecca McDonald

Director

Rebecca McDonald

/s/ Matthew Miao

Director

Matthew Miao

/s/ Chris O'Donnell

Director

Chris O'Donnell

/s/ Anne Quinn

Director

Anne Quinn

Dr. 'Raj' Rajapogal

Chief Executive, BOC Edwards  
and Director

Authorized Representative in the United States:

/s/ James P. Blake

James P. Blake  
Vice President and General Counsel, The BOC  
Group, Inc.  
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**EXHIBIT INDEX**

Exhibit No.	Description of Document
<u>*4.1</u>	<u>The BOC Group plc Share Matching Plan.</u>
4.2	The Memorandum of Association of the Registrant, as amended January 18, 2002 (incorporated by reference to the Registrant's Annual Report on Form 20-F for the fiscal year ended September 30, 2002 (Commission File No. 000-10906), filed with the Commission on December 12, 2002.
4.3	The Articles of Association of the Registrant, as amended January 23, 2004 (incorporated by reference to the Registrant's Annual Report on Form 20-F for the fiscal year ended September 30, 2004 (Commission File No. 000-10906), filed with the Commission on December 6, 2004.
4.4	Form of Deposit Agreement among the Registrant, Morgan Guaranty Trust Company of New York, as depositary, and the holders of American Depositary Receipts issued thereunder (including the form of American Depositary Receipt evidencing American Depositary Shares) (incorporated by reference to Registrant's registration statement on Form 8-A/A (Commission File No. 001-14448), filed with the Commission on September 12, 1996).
<u>*5</u>	<u>Opinion of Linklaters as to the legality of the Ordinary Shares being registered.</u>
<u>*23.1</u>	<u>Consent of PricewaterhouseCoopers LLP.</u>
*23.2	Consent of Linklaters (included in Exhibit 5).
*24	Powers of Attorney (included on signature page to this Registration Statement).

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\*Filed herewith.

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