

CELLTECH GROUP PLC  
Form 6-K  
May 28, 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 **May, 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

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

Enclosure: Holding(s) in Company

**SCHEDULE 10**

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

1. Name of company  
Celltech Group plc

2. Name of shareholder having a major interest  
The Capital Group Companies, Inc.

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  
As in 2 above

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

|                              |           |
|------------------------------|-----------|
| Chase Nominees Ltd           | 372,700   |
| Nortrust Nominees            | 65,500    |
| Mellon Nominees (UK) Ltd     | 14,700    |
| State Street Nominees Ltd    | 29,700    |
| Bank of New York Nominees    | 1,971,991 |
| Northern Trust               | 284,202   |
| Chase Nominees Ltd           | 545,060   |
| Bankers Trust                | 40,900    |
| Morgan Guaranty              | 84,500    |
| Nortrust Nominees            | 662,738   |
| Royal Bank of Scotland       | 69,700    |
| State Street Bank & Trust Co | 58,000    |
| Deutsche Bank AG             | 547,600   |
| HSBC Bank plc                | 298,200   |
| Mellon Bank N.A              | 18,300    |
| Bank One London              | 33,500    |
| Chase Nominees Ltd           | 1,648,691 |
| Midland Bank plc             | 515,000   |
| Barclays Bank                | 474,300   |
| Brown Bros                   | 34,230    |
| Royal Bank of Scotland       | 84,400    |
| HSBC Bank plc                | 70,009    |
| State Street Nominees Ltd    | 718,500   |

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|                              |         |
|------------------------------|---------|
| Bank of New York Nominees    | 26,600  |
| Chase Nominees Ltd           | 45,000  |
| Midland Bank plc             | 153,700 |
| Deutsche Bank Mannheim       | 24,000  |
| Bankers Trust                | 4,900   |
| Citibank London              | 21,000  |
| Nortrust Nominees            | 315,523 |
| Royal Bank of Scotland       | 129,500 |
| State Street Bank & Trust Co | 319,900 |
| RBSTB Nominees Ltd           | 26,300  |
| HSBC Bank plc                | 86,000  |

5. Number of shares / amount of stock acquired  
N/a

6. Percentage of issued class  
N/a

7. Number of shares / amount of stock disposed  
3,753,303 (since last notification)

8. Percentage of issued class  
1.3%

9. Class of security  
Ordinary 50p Shares

10. Date of transaction  
26 May 2004

11. Date company informed  
28 May 2004

12. Total holding following this notification  
9,794,844

13. Total percentage holding of issued class following this notification  
3.52%

14. Any additional information  
-

15. Name of contact and telephone number for queries  
Anita Dowling 01753 777106

16. Name and signature of authorised company official responsible for making this notification  
J A D Slater

Date of notification  
28 May 2004

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### SCHEDULE 10

#### NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

Celltech Group plc

2. Name of shareholder having a major interest

FMR Corp and its direct and indirect subsidiaries and Fidelity International Limited (FIL) and its direct and indirect subsidiaries, both being non-beneficial holders.

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

As in 2 above

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

|   |           |
|---|-----------|
| State Street Nominees Limited             | 297,255   |
| Chase Nominees Limited                    | 2,685,288 |
| State Street Bank & Trust CompaSny        | 579,367   |
| State Street Bank & Trust                 | 99,900    |
| Brown Brothers Harriman                   | 7,400     |
| Chase Nominees                            | 6,895,322 |
| Chase Manhattan Bank London               | 250,000   |
| Chase Nominees                            | 462,741   |
| HSBC Client Holdings Nominee (UK) Limited | 6,909     |
| JP Morgan                                 | 24,800    |
| HSBC Client Holdings Nominee (UK) Limited | 200       |

5. Number of shares / amount of stock acquired

N/a

6. Percentage of issued class

N/a

7. Number of shares / amount of stock disposed

10,788,648 (since last notification)

8. Percentage of issued class

3.87%

9. Class of security

50p Ordinary Shares

10. Date of transaction

Unknown

11. Date company informed

26 May 2004

12. Total holding following this notification

11,309,182

13. Total percentage holding of issued class following this notification

4.06%

14. Any additional information

15. Name of contact and telephone number for queries

Anita Dowling (01753) 777106

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

J A D Slater

Date of notification

28 May 2004

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## **SCHEDULE 10**

### **NOTIFICATION OF MAJOR INTERESTS IN SHARES**

1. Name of company

Celltech Group plc

2. Name of shareholder having a major interest

Credit Suisse First Boston group of companies

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 As in 2 above

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

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Credit Suisse First Boston Equities Limited("CSFBEq") 11,632,074  
(includes 74,000 shares in which CSFBEq is interested under Section 208(5) of the Act by virtue of the right to redelivery of equivalent securities under stock lending arrangements)

Credit Suisse First Boston International ("CSFBI") 29,645

5. Number of shares / amount of stock acquired  
N/a

6. Percentage of issued class  
N/a

7. Number of shares / amount of stock disposed  
2,330,768 (since last notification)

8. Percentage of issued class  
0.8%

9. Class of security  
Ordinary 50p shares

10. Date of transaction  
Unknown

11. Date company informed  
26 May, 2004

12. Total holding following this notification  
11,661,719

13. Total percentage holding of issued class following this notification  
4.19%

14. Any additional information  
Part of this holding may relate to hedging arrangements for customer transactions.

15. Name of contact and telephone number for queries  
Anita Dowling Tel: (01753) 777106

16. Name and signature of authorised company official responsible for making this notification  
J A D Slater

Date of notification  
28 May, 2004

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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: 28 May, 2004