

CELLTECH GROUP PLC  
Form 6-K  
February 10, 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 **February, 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

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1. Name of company  
Celltech Group plc
2. Name of director  
Dr Marvin Jaffe
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 or in respect of a non-beneficial interest  
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 (if notified)  
Dr Marvin Jaffe
5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)  
N/a
6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary  
Disposal of shares
7. Number of shares / amount of stock acquired  
N/a
8. Percentage of issued class  
N/a
9. Number of shares/amount of stock disposed  
620
10. Percentage of issued class  
0.0002%
11. Class of security  
Ordinary 50p Shares
12. Price per share  
Unknown
13. Date of transaction  
2nd February 2004
14. Date company informed  
9th February 2004
15. Total holding following this notification  
600
16. Total percentage holding of issued class following this notification  
0.0002%
- If a director has been granted options by the company please complete the following boxes.**
17. Date of grant  
N/a

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18. Period during which or date on which exercisable  
N/a
19. Total amount paid (if any) for grant of the option  
N/a
20. Description of shares or debentures involved: class, number  
N/a
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise  
N/a
22. Total number of shares or debentures over which options held following this notification
23. Any additional information  
Broker transaction undertaken on behalf of, but without the knowledge of, Dr Jaffe.
24. Name of contact and telephone number for queries  
Anita Dowling  
(01753) 777106
25. Name and signature of authorised company official responsible for making this notification  
J A D Slater  
Date of Notification  
10th February 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

Peter Allen  
Chief Financial

Officer

Dated: 10 February, 2004

