

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

