BT GROUP PLC Form 6-K June 07, 2010

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 6-K

**Report of Foreign Private Issuer** 

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

Date of Announcement: 7 June 2010

**BT** Group plc

(Translation of registrant's name into English)

BT Centre 81 Newgate Street London EC1A 7AJ England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F..X... 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 ..X..

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

Transaction in Own Shares made on 6 April 2010
Transaction in Own Shares made on 6 April 2010
Transaction in Own Shares made on 13 April 2010
Transaction in Own Shares made on 27 April 2010
Total Voting Rights made on 30 April 2010
Transaction in Own Shares made on 4 May 2010
Transaction in Own Shares made on 13 May 2010
Director/PDMR Shareholding made on 13 May 2010
Holding(s) in Company made on 13 May 2010
Transaction in Own Shares made on 18 May 2010
Director/PDMR Shareholding made on 19 May 2010
Transaction in Own Shares made on 25 May 2010
Director Declaration made on 27 May 2010
Total Voting Rights made on 28 May 2010
Transaction in Own Shares made on 1 June 2010

Enclosure 1

Tuesday 6 April 2010

#### BT GROUP PLC

# TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 2,581 ordinary shares at the price of 61 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of

8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,329,711ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,897,318

The above figure (7,752,897,318) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT

Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 2

Tuesday 6 April 2010

#### **BT GROUP PLC**

#### TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 1,000,000 ordinary shares at nil cost. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of 8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,329,711 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,897,318

The above figure (7,753,897,318) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 3

Tuesday 13 April 2010

#### BT GROUP PLC

## TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 6.959 ordinary shares at a minimum price of 61 pence per share and a maximum price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of 8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,322,752 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,904,277.

The above figure (7,753,904,277) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 4

Tuesday 27 April 2010

# BT GROUP PLC

#### TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 6,826 ordinary shares at a minimum price of 61 pence per share and a maximum price of 111 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of 8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,315,926 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,911,103.

The above figure (7,753,911,103) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 5

Friday 30 April 2010

### BT GROUP PLC

#### TOTAL VOTING RIGHTS - MONTH-END DISCLOSURE

BT Group plc confirms that on 30 April 2010, its capital consisted of 8,151,227,029 ordinary shares with voting rights. On that date, BT Group plc held 397,315,926 ordinary shares as treasury shares and therefore, the total number of voting rights in BT Group plc on that date was 7,753,911,103.

The above figure (

7,753,911,103

) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's

Disclosure and Transparency Rules.

-: Ends :-

Enclosure 6

Tuesday 04 May 2010

#### BT GROUP PLC

#### TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 2,977 ordinary shares at a price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of 8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,312,949 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,914,080.

The above figure (7,753,914,080) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 7

Thursday 13 May 2010

#### BT GROUP PLC

# TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 1,058 ordinary shares at a price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of

8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,311,891 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,915,138.

The above figure (7,753,915,138) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

**Enclosure 8** 

# NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

(1) An

issuer

making a notification in respect of a transaction relating to the

shares

or debentures of the

issuer

should complete boxes 1 to 16, 23 and 24.

(2) An

issuer

making a notification in respect of a derivative relating to the

shares

of the

issuer

should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3) An

issuer

making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.

(4) An

issuer

making a notification in respect of a

financial instrument

relating to the

shares

of the

issuer

(other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the

issuer

**BT GROUP PLC** 

2. State whether the notification relates to (i) a transaction notified in accordance with DR

```
3.1.4R(1)(a); or
(ii)
DR
3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the
Companies Act 1985; or
(iii) both (i) and (ii)
(III) BOTH (I) AND (II)
3. Name of
person discharging managerial responsibilities
director
IAN LIVINGSTON
TONY CHANMUGAM
SALLY DAVIS
ROEL LOUWHOFF
GAVIN PATTERSON
CLIVE SELLEY
4. State whether notification relates to a
person
connected with a
person discharging managerial responsibilities
director
named in 3 and identify the
connected person
ILFORD TRUSTEES (JERSEY) LIMITED
5. Indicate whether the notification is in respect of a holding of the
referred to in 3 or 4 above or in respect of a non-beneficial interest
LAPSE OF AWARDS UNDER THE BT GROUP INCENTIVE SHARE PLAN
6. Description of
shares
(including
class
), debentures or derivatives or financial instruments relating to
ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
7. Name of registered shareholders(s) and, if more than one, the number of
shares
held by each of them
ILFORD TRUSTEES (JERSEY) LIMITED
8 State the nature of the transaction
LAPSE OF AWARDS UNDER THE BT GROUP INCENTIVE SHARE PLAN
9. Number of shares, debentures or financial instruments relating to shares acquired
IAN LIVINGSTON
SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 393,268
```

# **TONY CHANMUGAM**

SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 94,811

#### **SALLY DAVIS**

SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 80,896

#### **ROEL LOUWHOFF**

SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 305,746

# **GAVIN PATTERSON**

SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 128,187

#### **CLIVE SELLEY**

SHARES LAPSING UNDER THE INCENTIVE SHARE PLAN - 61,245

10. Percentage of issued

class

acquired (

treasury shares

of that

class

should not be taken into account when calculating percentage)

N/A

11. Number of

shares

, debentures or financial instruments relating to

shares

disposed

N/A

Percentage of issued

class

disposed (

treasury shares

of that

class

should not be taken into account when calculating percentage)

#### N/A

13. Price per

share

or value of transaction

N/A

14. Date and place of transaction

N/A

15. Total holding following notification and total percentage holding following notification (any treasury shares

should not be taken into account when calculating percentage)

# IAN LIVINGSTON

PERSONAL HOLDING

: S

HARES - 1,084,513

BT GROUP DEFERRED BONUS PLAN: SHARES - 643,616 BT GROUP INCENTIVE SHARE PLAN: SHARES - 3,470,661

BT GROUP EMPLOYEE SHARESAVE SCHEME: OPTION OVER 12,110 SHARES.

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBI

#### **TONY CHANMUGAM**

PERSONAL HOLDING

:

SHARES - 205,629

BT GROUP DEFERRED BONUS PLAN: SHARES - 153,308 BT GROUP INCENTIVE SHARE PLAN: SHARES - 1,097,706

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 37,384 SHARES

BT GROUP EMPLOYEE SHARESAVE SCHEME: AN OPTION OVER 12,110 SHARES.

#### **SALLY DAVIS**

PERSONAL HOLDING

:

SHARES - 232,492

BT GROUP DEFERRED BONUS PLAN: SHARES - 249,405 BT GROUP INCENTIVE SHARE PLAN: SHARES - 544,414

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 343,732

#### **ROEL LOUWHOFF**

PERSONAL HOLDING

:

SHARES - 334,820

BT GROUP DEFERRED BONUS PLAN: SHARES - 287,034 BT GROUP INCENTIVE SHARE PLAN: SHARES -771,631 BT GROUP RETENTION SHARE PLAN: SHARES - 152,870

## **GAVIN PATTERSON**

PERSONAL HOLDING: SHARES - 409,181

BT GROUP DEFERRED BONUS PLAN: SHARES - 141,789 BT GROUP INCENTIVE SHARE PLAN: SHARES - 1,701,301

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 98,178 SHARES

#### **CLIVE SELLEY**

PERSONAL HOLDING

:

SHARES - 46,493

BT GROUP DEFERRED BONUS PLAN: SHARES - 246,553 BT GROUP INCENTIVE SHARE PLAN: SHARES - 127,770

BT GROUP SPECIAL INCENTIVE AWARD: OPTIONS OVER 53,259 SHARES BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 20,769 SHARES

Date issuer informed of transactions

12 MAY 2010

If a

person discharging managerial responsibilities has been granted options by the issuer

complete the following boxes

17	D	at	е	C	f	Ç	gr	a	r	١t		
N/	4											

18. Period during which or date on which it can be exercised	
N/A	
N/A	
20. Description of shares	
or debentures involved (	
class	
and number) N/A	
21. Exercise price (if fixed at time of grant) or indication that price is	s to be fixed at the time of exercise
<i>N/A</i>	
22. Total number of shares	
or debentures over which options held following notification	
N/A	
23. Any additional information N/A	
24. Name of contact and telephone number for queries	
ANNA WATCH - 020 7356 5158  Name and signature of duly authorised officer of	
issuer	
responsible for making notification	
ANNA WATCH	
Date of notification 13 MAY 2010	
END	
Enclosure 9	
For filings with the FSA include the annex	
For filings with issuer exclude the annex	
TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES <sup>i</sup>	
1. Identity of the issuer or the underlying issuer	
of existing shares to which voting rights are	BT Group PLC
attached: ii  2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	[]
An acquisition or disposal of qualifying financial instruments which may	
of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to instruments	quantying imanciai []
An event changing the breakdown of voting rights	[]
Other (please specify):	[]
3. Full name of person(s) subject to the notification obligation: iii	BlackRock, Inc.
4. Full name of shareholder(s)	
(if different from 3.):iv	7th 14 2010
	7 <sup>th</sup> May 2010

- 5. Date of the transaction and date on which the threshold is crossed or reached:  $^{\rm \rm V}$
- 6. Date on which issuer notified:
- 7. Threshold(s) that is/are crossed or

reached: vi, vii

11th May 2010

Holding has gone below 5%

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<del></del>

#### 8. Notified details:

A: Voting rights attached to shares viii, ix

Class/type of Situation previous Resulting situation shares to the triggering after the triggering

transaction transaction

if possible using Number Number Number of % of the ISIN CODE of of Shares Voting sights rights  $^{x}$ 

Rights

Pirect xii Didectet

GB0030913577 406,119,930 406,119,930 **NVA**255,769**N/92**%

**B:** Qualifying Financial Instruments

Resulting situation after the triggering transaction

may be acquired if

the

instrument

is

exercised/ converted.

# C: Financial Instruments with similar economic effect to Qualifying

Financial Instruments xv, xvi

Resulting situation after the triggering transaction

Type of financial instrument	Exercise price	<b>Expiration</b> date xvii	Exercise/ Conversion period xviii	voting	% of voting rights
			•	instrument refers to	xix, xx
CFD	N/A	N/A	N/A	4,782,753	<b>Nettainal</b> 0.06%

Total (A+B+C)

Number of voting rights

Percentage of voting

rights 386,038,522 4.98%

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9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi

BlackRock Investment Management (UK) Limited – 386,038,522 (4.98%)

**Proxy Voting:** 

- 10. Name of the proxy holder:
- 11. Number of voting rights proxy holder will cease to hold:
- 12. Date on which proxy holder will cease to hold voting rights:
- 13. Additional information:

**14. Contact name:** Anna Watch **15. Contact telephone number:** 020 7356 5158

Enclosure 10

Tuesday 18 May 2010

#### BT GROUP PLC

# TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 3,704 ordinary shares at a minimum price of 61 pence per share and a maximum price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of 8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,308,187 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,918,842.

The above figure (7,753,918,842) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 11

# NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

(1) An

issuer

making a notification in respect of a transaction relating to the

shares

or debentures of the

issuer

should complete boxes 1 to 16, 23 and 24.

(2) An

issuer

making a notification in respect of a derivative relating to the

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBI

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shares
   of the
   issuer
   should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
(3) An
   issuer
   making a notification in respect of options granted to a
   director/person discharging managerial responsibilities
   should complete boxes 1 to 3 and 17 to 24.
(4) An
   issuer
   making a notification in respect of a
   financial instrument
   relating to the
   shares
   of the
   issuer
   (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.
Please complete all relevant boxes in block capital letters.
1. Name of the
issuer
BT GROUP PLC
2. State whether the notification relates to (i) a transaction notified in accordance with
DR
3.1.4R(1)(a); or
(ii)
DR
3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the
Companies Act 1985; or
(iii) both (i) and (ii)
(III) BOTH (I) AND (II)
3. Name of
person discharging managerial responsibilities
director
SIR MICHAEL RAKE
IAN LIVINGSTON
SALLY DAVIS
GAVIN PATTERSON
4. State whether notification relates to a
person
connected with a
person discharging managerial responsibilities
```

director

named in 3 and identify the

connected person

**EQUINITI SHARE PLAN TRUSTEES LIMITED** 

5. Indicate whether the notification is in respect of a holding of the

person

referred to in 3 or 4 above or in respect of a non-beneficial interest

PURCHASE OF SHARES BY EQUINITI SHARE PLAN TRUSTEES LIMITED AS TRUSTEE OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN

6. Description of

shares

(including

class

), debentures or derivatives or financial instruments relating to

shares

ORDINARY SHARES IN BT GROUP PLC OF 5P EACH

7. Name of registered shareholders(s) and, if more than one, the number of

shares

held by each of them

**EQUINITI SHARE PLAN TRUSTEES LIMITED** 

8 State the nature of the transaction

PURCHASE OF SHARES BY EQUINITI SHARE PLAN TRUSTEES LIMITED AS TRUSTEE OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN

9. Number of

shares

, debentures or financial instruments relating to

shares

acquired

SIR MICHAEL RAKE - 1161 SHARES

**IAN LIVINGSTON - 1161 SHARES** 

**SALLY DAVIS - 1161 SHARES** 

**GAVIN PATTERSON - 1161 SHARES** 

10. Percentage of issued

class

acquired (

treasury shares

of that

class

should not be taken into account when calculating percentage)

N/A

11. Number of

shares

, debentures or financial instruments relating to

shares

disposed

N/A

12. Percentage of issued

class

disposed (

treasury shares

of that

class

should not be taken into account when calculating percentage)

N/A

13. Price per

share

or value of transaction

129.2 pence

14. Date and place of transaction

17 MAY 2010 - UK

15. Total holding following notification and total percentage holding following notification (any treasury shares

should not be taken into account when calculating percentage)

#### **SIR MICHAEL RAKE**

PERSONAL HOLDING: 109,523 ORDINARY SHARES

BT GROUP EMPLOYEE SHARESAVE SCHEME: OPTIONS OVER 12,110 SHARES.

#### IAN LIVINGSTON

PERSONAL HOLDING: 1,085,674 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 643,616 SHARES BT GROUP INCENTIVE SHARE PLAN: 3,470,661 SHARES

BT GROUP EMPLOYEE SHARESAVE SCHEME: OPTIONS OVER 12,110 SHARES.

### **GAVIN PATTERSON**

PERSONAL HOLDING: 410,342 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 141,789 SHARES BT GROUP INCENTIVE SHARE PLAN: 1,701,301 SHARES

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 98,178 SHARES

## **SALLY DAVIS**

PERSONAL HOLDING: 233,653 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 249,405 SHARES BT GROUP INCENTIVE SHARE PLAN: 544,414 SHARES

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 343,732 SHARES

16. Date issuer informed of transaction

18 MAY 2010

If a

person discharging managerial responsibilities

has been granted options by the

issuer

complete the following boxes

17 Date of grant	
N/A	
18. Period during which or o	date on which it can be exercised
N/A	
19. Total amount paid (if an	y) for grant of the option
N/A	
20 Description of	

shares
or debentures involved (
class
and number)
N/A
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise
N/A
22. Total number of
shares
or debentures over which options held following notification
N/A
23. Any additional information
N/A
24. Name of contact and telephone number for queries
ANDREW BENNETT - 020 7356 6027
Name and signature of duly authorised officer of
issuer
responsible for making notification ANDREW BENNETT
Date of notification
19 MAY 2010
END
Enclosure 12

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# BT GROUP PLC

BT Group plc announces that it has today transferred in connection with its employee share plans 330 ordinary shares at a price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc's capital consists of

8,151,227,029

Tuesday 25 May 2010

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,307,857 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,919,172.

The above figure (7,753,919,172) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 13

BT GROUP plc 27 May 2010

**Notification under Listing Rule 9.6.14** 

# Details of an additional directorship appointment by a current director

- 1. Patricia Hewitt is the Senior Independent Director of BT Group plc.
- 2. With effect from 26 May 2010, Patricia Hewitt was appointed an Independent Non-Executive Director of Groupe Eurotunnel SA.

# Contact for queries:

Name: Anna Watch

Address: pp A9C, BT Centre, 81 Newgate Street, London EC1A 7AJ

Date of Notification: 27 May 2010

Enclosure 14

Friday 28 May 2010

BT GROUP PLC

#### TOTAL VOTING RIGHTS - MONTH-END DISCLOSURE

BT Group plc confirms that on 28 May 2010, its capital consisted of 8,151,227,029 ordinary shares with voting rights. On that date, BT Group plc held 397,307,857 ordinary shares as treasury shares and therefore, the total number of voting rights in BT Group plc on that date was 7,753,919,172.

The above figure (

7,753,919,172

) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

-: Ends :-

Enclosure 15

Tuesday 1 June 2010

BT GROUP PLC

# TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 2,355 ordinary shares at a minimum price of 61 pence per share and a maximum price of 68 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBI

8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 397,305,502 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,753,921,527.

The above figure (7,753,921,527) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

= ends =

## **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.

**BT Group PLC** 

(Registrant)

By: /s/ Patricia Day

Patricia Day, Assistant Secretary.

Date 7 June 2010