

INTERCONTINENTAL HOTELS GROUP PLC /NEW/  
Form 6-K  
February 04, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington DC 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 AND 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For 4 February 2005

**InterContinental Hotels Group PLC**  
(Registrant's name)

67 Alma Road, Windsor, Berkshire, SL4 3HD, 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      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): Not applicable

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description                         |
|----------------|---|
| 99.1           | Director Shareholding dated 2 February 2005 |

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Exhibit 99.1

**SCHEDULE 11**

**NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS**

**1. Name of company**

InterContinental Hotels Group PLC

**2. Name of director(s)**

Technical interest of all Executive Directors in common with all potential beneficiaries in an Employee Share Ownership Trust

**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**

Shares held by the InterContinental Hotels Group PLC Employee Share Ownership Trust (Jersey)

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

Greenwood Nominees Limited, Account no 522000

**5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)**

No

**6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary**

Release of shares to participants (not directors) under the Executive and Save As You Earn Share Option Plans

**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**

92,935

**10. Percentage of issued class**

N/A

**11. Class of security**

Ordinary shares of £1.12 each

**12. Price per share**

N/A

**13. Date of transactions**

20 and 25 January 2005

2 February 2005

**14. Date company informed**

2 February 2005

**15. Total holding in the Trust following this notification**

2,883,238 Ordinary shares

**16. Total percentage holding of issued class following this notification**

N/A

**If a director has been granted options by the company please complete the following boxes.**

**17. Date of grant**

N/A

**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**

N/A

**23. Any additional information**

N/A

**24. Name of contact and telephone number for queries**

Catherine Engmann 01753 410243

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

Catherine Engmann

**Date of Notification**

2 February 2005

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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.

**InterContinental Hotels Group PLC**  
(Registrant)

By: /s/ C. Cox  
Name: C. COX  
Title: COMPANY SECRETARIAL OFFICER

Date: 4 February 2005