

Edgar Filing: BT GROUP PLC - Form 6-K

BT GROUP PLC
Form 6-K
September 18, 2006

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

18 September, 2006

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- _____

Enclosures: 1. Transaction in Own Shares announcement made on 4 September 2006
2. Holding(s) in Company announcement made on 5 September 2006
3. Transaction in Own Shares announcement made on 5 September 2006
4. Transaction in Own Shares announcement made on 6 September 2006
5. Transaction in Own Shares announcement made on 6 September 2006
6. Transaction in Own Shares announcement made on 7 September 2006
7. Transaction in Own Shares announcement made on 8 September 2006
8. Transaction in Own Shares announcement made on 11 September 2006
9. Holding(s) in Company announcement made on 12 September 2006

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10. Transaction in Own Shares announcement made on 13 September 2006
11. Director/PDMR Shareholding announcement made on 15 September 2006
12. Transaction in Own Shares announcement made on 15 September 2006
13. Director/PDMR Shareholding announcement made on 15 September 2006

Enclosure 1.

Monday 4 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 1,000,000 ordinary shares at a price of 248.14 pence per share. The purchased shares will all be held as treasury shares.

Following the above transfer, BT Group plc holds 312,135,288 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,326,494,175.

--: ends :--

Enclosure 2.

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

1) Name of company

BT Group plc

2) Name of shareholder having a major interest

Barclays PLC

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

Total holding of the above shareholder

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

| Registered Holder | Account Designation | Holding |
|-------------------|---------------------|-----------|
| BANK OF IRELAND | 426353 | 1,111,189 |
| BANK OF IRELAND | 426360 | 95,432 |

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| | | |
|--|-----------|-------------|
| BANK OF NEW YORK | | 594,199 |
| Barclays Bank PLC (Singapore) | | 3,700 |
| BARCLAYS CAPITAL NOMINEES LIMITED | | 146,000 |
| BARCLAYS CAPITAL NOMINEES LIMITED | | 189,194,800 |
| BARCLAYS CAPITAL NOMINEES LIMITED | | 6,071,674 |
| BARCLAYS CAPITAL NOMINEES LIMITED | | 4,175,000 |
| Barclays Capital Securities Ltd. | | 1,150 |
| Barclays Capital Securities Ltd. | | 1,150 |
| Barclays Global Investors Canada | | 596,194 |
| Barclays Trust Co & Others | | 37,522 |
| BARCLAYS TRUST CO AS EXEC/ADM C 000000000000000000 | | 1,145 |
| Barclays Trust Co DMC69 C 000000000000000000 | | 83,788 |
| Barclays Trust Co E99 C 000000000000000000 | | 2,607 |
| Barclays Trust Co R69 C 000000000000000000 | | 181,052 |
| BNP PARIBAS | | 601,646 |
| CHASE NOMINEES LTD | 16376 | 4,057,629 |
| CHASE NOMINEES LTD | 20947 | 61,751,286 |
| CHASE NOMINEES LTD | 21359 | 3,206,919 |
| CHASE NOMINEES LTD | 28270 | 2,735,867 |
| CHASE NOMINEES LTD | 28270 | 1,031,669 |
| CIBC MELLON GLOBAL SECURITIES | | 460,459 |
| Clydesdale Nominees HGB0125 | 32419001 | 1,725 |
| Clydesdale Nominees HGB0125 | 59441401 | 28,085 |
| Clydesdale Nominees HGB0125 | 59477501 | 730 |
| Clydesdale Nominees HGB0125 | 100227401 | 1,252 |
| Gerrard Nominees Limited | 605704 | 1,600 |
| Gerrard Nominees Limited | 607486 | 1,040 |
| Gerrard Nominees Limited | 608459 | 650 |
| Gerrard Nominees Limited | 611717 | 7,000 |
| Gerrard Nominees Limited | 617906 | 4,000 |
| Gerrard Nominees Limited | 620404 | 1,010 |
| Gerrard Nominees Limited | 631118 | 24,600 |
| Gerrard Nominees Limited | 633484 | 1,040 |
| Gerrard Nominees Limited | 635860 | 3,200 |
| Gerrard Nominees Limited | 637739 | 1,350 |
| Gerrard Nominees Limited | 642686 | 1,530 |
| Gerrard Nominees Limited | 643975 | 13,200 |
| Gerrard Nominees Limited | 647291 | 2,700 |
| Gerrard Nominees Limited | 650668 | 5,200 |
| Gerrard Nominees Limited | 652198 | 14,500 |
| Gerrard Nominees Limited | 654151 | 3,500 |
| Gerrard Nominees Limited | 658574 | 3,150 |
| Gerrard Nominees Limited | 658729 | 1,950 |
| Gerrard Nominees Limited | 659442 | 2,750 |
| Gerrard Nominees Limited | 659645 | 2,600 |
| Gerrard Nominees Limited | 660302 | 6,500 |
| Gerrard Nominees Limited | 660318 | 88,000 |
| Gerrard Nominees Limited | 660632 | 2,000 |
| Gerrard Nominees Limited | 660758 | 33,000 |
| Gerrard Nominees Limited | 660851 | 26,000 |
| Gerrard Nominees Limited | 768557 | 24,350 |
| Gerrard Nominees Limited | 770101 | 26,500 |
| Gerrard Nominees Limited | 774125 | 750 |
| Gerrard Nominees Limited | 774160 | 3,600 |
| Gerrard Nominees Limited | 777488 | 1,550 |
| Gerrard Nominees Limited | 777546 | 650 |
| Gerrard Nominees Limited | 781271 | 17,500 |
| Greig Middleton Nominees Limited (GM1) | | 3,264,833 |
| Greig Middleton Nominees Ltd (GM3) | 126066DA | 3,400 |
| Greig Middleton Nominees Ltd (GM3) | 220805DN | 542,500 |
| Greig Middleton Nominees Ltd (GM3) | 523475DN | 1,000,000 |
| INVESTORS BANK AND TRUST CO. | | 3,339,328 |

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|--------------------------------|-------|------------|
| INVESTORS BANK AND TRUST CO. | | 949,820 |
| INVESTORS BANK AND TRUST CO. | | 72,630 |
| INVESTORS BANK AND TRUST CO. | | 9,834,879 |
| INVESTORS BANK AND TRUST CO. | | 2,656,179 |
| INVESTORS BANK AND TRUST CO. | | 22,953,923 |
| INVESTORS BANK AND TRUST CO. | | 800,354 |
| INVESTORS BANK AND TRUST CO. | | 120,375 |
| INVESTORS BANK AND TRUST CO. | | 158,040 |
| INVESTORS BANK AND TRUST CO. | | 131,957 |
| INVESTORS BANK AND TRUST CO. | | 772,319 |
| INVESTORS BANK AND TRUST CO. | | 504,301 |
| INVESTORS BANK AND TRUST CO. | | 39,966,787 |
| INVESTORS BANK AND TRUST CO. | | 65,963 |
| INVESTORS BANK AND TRUST CO. | | 8,553,181 |
| INVESTORS BANK AND TRUST CO. | | 1,425,520 |
| INVESTORS BANK AND TRUST CO. | | 21,863,241 |
| INVESTORS BANK AND TRUST CO. | | 580,944 |
| INVESTORS BANK AND TRUST CO. | | 238,500 |
| INVESTORS BANK AND TRUST CO. | | 2,558,665 |
| INVESTORS BANK AND TRUST CO. | | 2,187,990 |
| INVESTORS BANK AND TRUST CO. | | 672,804 |
| JP MORGAN (BGI CUSTODY) | 16331 | 2,067,206 |
| JP MORGAN (BGI CUSTODY) | 16338 | 504,571 |
| JP MORGAN (BGI CUSTODY) | 16341 | 2,408,169 |
| JP MORGAN (BGI CUSTODY) | 16341 | 4,549,056 |
| JP MORGAN (BGI CUSTODY) | 16342 | 1,070,744 |
| JP MORGAN (BGI CUSTODY) | 16344 | 797,532 |
| JP MORGAN (BGI CUSTODY) | 16345 | 1,338,176 |
| JP MORGAN (BGI CUSTODY) | 16400 | 63,646,336 |
| JP MORGAN (BGI CUSTODY) | 17011 | 142,657 |
| JP MORGAN (BGI CUSTODY) | 18409 | 6,405,021 |
| JPMORGAN CHASE BANK | | 273,739 |
| JPMORGAN CHASE BANK | | 3,821,463 |
| JPMORGAN CHASE BANK | | 741,592 |
| JPMorgan Chase Bank | | 338,039 |
| JPMorgan Chase Bank | | 511,563 |
| JPMorgan Chase Bank | | 1,189,437 |
| JPMorgan Chase Bank | | 2,716,589 |
| JPMorgan Chase Bank | | 47,007 |
| JPMorgan Chase Bank | | 82,684 |
| JPMorgan Chase Bank | | 332,469 |
| JPMorgan Chase Bank | | 2,766,699 |
| JPMorgan Chase Bank | | 367,571 |
| JPMorgan Chase Bank | | 1,213,479 |
| JPMorgan Chase Bank | | 285,269 |
| JPMorgan Chase Bank | | 1,131,518 |
| JPMorgan Chase Bank | | 899,245 |
| JPMorgan Chase Bank | | 285,731 |
| JPMorgan Chase Bank | | 67,783 |
| JPMorgan Chase Bank | | 230,826 |
| JPMorgan Chase Bank | | 431,755 |
| JPMorgan Chase Bank | | 4,568,874 |
| JPMorgan Chase Bank | | 70,134 |
| JPMorgan Chase Bank | | 824,755 |
| JPMorgan Chase Bank | | 78,398 |
| Master Trust Bank | | 399,929 |
| Mellon Trust - US CUSTODIAN / | | 1,048,441 |
| Mellon Trust - US CUSTODIAN / | | 336,763 |
| MELLON TRUST OF NEW ENGLAND | | 634,175 |
| Mitsubishi Trust International | | 261,380 |
| Mitsui Asset | | 139,141 |
| NORTHERN TRUST BANK - BGI SEPA | | 1,573,452 |

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| | |
|------------------------------------|-------------|
| NORTHERN TRUST BANK - BGI SEPA | 342,453 |
| NORTHERN TRUST BANK - BGI SEPA | 1,308,357 |
| R C Greig Nominees Limited | 13,661,298 |
| R C Greig Nominees Limited a/c AK1 | 4,206,485 |
| R C Greig Nominees Limited a/c BL1 | 1,158,994 |
| R C Greig Nominees Limited a/c CM1 | 402,849 |
| R C Greig Nominees Limited GP1 | 2,056,335 |
| R C Greig Nominees Limited SA1 | 788,650 |
| Reflex Nominees Limited | 10,893 |
| Reflex Nominees Limited | 2,625 |
| STATE STREET BANK & TRUST - WI | 1,194,458 |
| STATE STREET BANK AND TRUST CO | 46,800 |
| STATE STREET BOSTON | 1,120,955 |
| STATE STREET BOSTON | 4,325,300 |
| STATE STREET TRUST OF CANADA - | 1,065,759 |
| The Northern Trust Company - U | 754,001 |
| Trust & Custody Services Bank | 4,975 |
| Trust & Custody Services Bank | 84,144 |
| ZEBAN NOMINEES LIMITED | 708,248 |
| Total | 545,562,219 |

5) Number of shares/amount of stock acquired

Total holding of 545,562,219 shares

6) Percentage of issued class

6.56%

7) Number of shares/amount of stock disposed

N/A

8) Percentage of issued class-

N/A

9) Class of security

Ordinary shares of 5p in BT Group plc

10) Date of transaction

n/a

11) Date company informed

04 September 2006

12) Total holding following this notification

Total holding of 545,562,219 shares

13) Total percentage holding of issued class following this notification

6.56%

14) Any additional information

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This notification updates the previous notification dated 29 August 2006 and is a result of the reduction in the total holding of Barclays plc from 670,204,939 to 545,562,219 shares.

15) Name of contact and telephone number for queries

Graeme Wheatley, 020 7356 6372

16) Name of authorised company official responsible for making this notification

Graeme Wheatley, 020 7356 6372

Date of notification 05 September 2006

End

Enclosure 3.

Tuesday 5 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 1,000,000 ordinary shares at a price of 247.0413 pence per share. The purchased shares will all be held as treasury shares.

Following the above transfer, BT Group plc holds 313,135,288 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,325,494,175.

--: ends :--

Enclosure 4.

Wednesday 6 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today transferred to participants in its employees share schemes 680,228 ordinary shares at a maximum price of 199.50 pence per share and a minimum price of 154 pence per share. The transferred shares were all formerly held as treasury shares.

Following the above transfer, BT Group plc holds 312,455,060 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares

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held as treasury shares) is 8,326,174,403.

--: ends :--

Enclosure 5.

Wednesday 6 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 1,000,000 ordinary shares at a price of 249.0922 pence per share. The purchased shares will all be held as treasury shares.

Following the above purchase, BT Group plc holds 313,455,060 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,325,174,403.

--: ends :--

Enclosure 6.

Thursday 7 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 3,000,000 ordinary shares at a price of 246.20 pence per share. The purchased shares will all be held as treasury shares.

Following the above purchase, BT Group plc holds 316,455,060 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,322,174,403.

--: ends :--

Enclosure 7.

Friday 8 September 2006

BT GROUP PLC

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TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 1,000,000 ordinary shares at a price of 247.90 pence per share. The purchased shares will all be held as treasury shares.

Following the above purchase, BT Group plc holds 317,455,060 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,321,174,403.

--: ends :--

Enclosure 8.

Monday 11 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today purchased through Merrill Lynch International 250,000 ordinary shares at a price of 249.39 pence per share. The purchased shares will all be held as treasury shares.

Following the above purchase, BT Group plc holds 317,705,060 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,320,924,403.

--: ends :--

Enclosure 9.

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

1) Name of company

BT Group plc

2) Name of shareholder having a major interest

Deutsche Bank AG

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

Total holding of the above shareholder

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

Deutsche Bank AG

5) Number of shares/amount of stock acquired

N/A

6) Percentage of issued class

Less than 3%

7) Number of shares/amount of stock disposed

Deutsche Bank AG and its subsidiary companies no longer have a notifiable interest in the ordinary shares of BT Group plc.

8) Percentage of issued class-

N/A

9) Class of security

Ordinary shares of 5p in BT Group plc

10) Date of transaction

N/A

11) Date company informed

11 September 2006

12) Total holding following this notification

N/A

13) Total percentage holding of issued class following this notification

N/A

14) Any additional information

This notification updates the previous notification dated 25 August 2006 and is a result of the reduction in the total holding of Deutsche Bank AG from 320,072,540 to a level below 3% of the issued share capital.

15) Name of contact and telephone number for queries

Graeme Wheatley, 020 7356 6372

16) Name of authorised company official responsible for making this notification

Graeme Wheatley, 020 7356 6372

Date of notification 12 September 2006

End

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Enclosure 10.

Wednesday 13 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today transferred to participants in its employees share schemes 770,907 ordinary shares at a maximum price of 199.5 pence per share and a minimum price of 154 pence per share. The transferred shares were all formerly held as treasury shares.

Following the above transfer, BT Group plc holds 316,934,153 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,321,695,310.

--: 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 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

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(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)

Name of person discharging managerial responsibilities/director

SIR CHRISTOPHER BLAND

ANDY GREEN

HANIF LALANI

PAUL REYNOLDS

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

HALIFAX CORPORATE NOMINEES LIMITED (as Trustee of the BT Group Employee Share Investment Plan).

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

REINVESTMENT OF DIVIDENDS IN FURTHER SHARES UNDER THE TERMS 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

HALIFAX CORPORATE NOMINEES LIMITED (as Trustee of the BT Group Employee Share Investment Plan).

8 State the nature of the transaction

REINVESTMENT OF DIVIDENDS IN FURTHER SHARES UNDER THE TERMS OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.

9. Number of shares, debentures or financial instruments relating to shares acquired

ALL SHARES ARE HELD IN THE NAME OF HALIFAX CORPORATE TRUSTEES LIMITED:

SIR CHRISTOPHER BLAND - 14 SHARES

ANDY GREEN - 18 SHARES

HANIF LALANI - 137 SHARES

PAUL REYNOLDS - 137 SHARES

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

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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

259.75 pence

14. Date and place of transaction

14 SEPTEMBER 2006 - 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 CHRISTOPHER BLAND

PERSONAL HOLDING: 674,378 ORDINARY SHARES

BT GROUP RETENTION SHARE PLAN: 314,785 SHARES

BT GROUP LEGACY OPTION PLAN: OPTIONS OVER 314,244 SHARES

ANDY GREEN

PERSONAL HOLDING: 204,618 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 272,172 SHARES

BT GROUP INCENTIVE SHARE PLAN: 607,634 SHARES

BT GROUP RETENTION SHARE PLAN: 323,862 SHARES

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 1,539,320 SHARES

BT GROUP EMPLOYEE SHARES SAVE SCHEME: AN OPTION OVER 5,712 SHARES.

HANIF LALANI

PERSONAL HOLDING: 36,280 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 163,803 SHARES

BT GROUP INCENTIVE SHARE PLAN: 433,009 SHARES

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 649,851 SHARES

BT GROUP EMPLOYEE SHARES SAVE SCHEME: AN OPTION OVER 8,994 SHARES.

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PAUL REYNOLDS

PERSONAL HOLDING: 147,091 ORDINARY SHARES

BT GROUP DEFERRED BONUS PLAN: 249,704 SHARES

BT GROUP INCENTIVE SHARE PLAN: 530,455 SHARES

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 1,448,764 SHARES

BT GROUP EMPLOYEE SHARES/SAVE SCHEME: AN OPTION OVER 4,555 SHARES.

16. Date issuer informed of transaction

15 SEPTEMBER 2006

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 date on which it can be exercised

N/A.....

19. Total amount paid (if any) 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

THE ABOVE NAMED PERSONS HAVE TECHNICAL INTERESTS, AS AT 15 SEPTEMBER 2006, UNDER SCHEDULE 13 OF THE COMPANIES ACT AS FOLLOWS:

A. A TECHNICAL INTEREST, TOGETHER WITH ALL EMPLOYEES OF BT GROUP PLC, IN 21,135,132 ORDINARY SHARES HELD BY ILFORD TRUSTEES (JERSEY) LIMITED IN RESPECT OF CONTINGENT AWARDS UNDER EXECUTIVE SHARE PLANS;

B. A TECHNICAL INTEREST, TOGETHER WITH ALL EMPLOYEES OF BT GROUP PLC, IN 7,727 ORDINARY SHARES HELD IN THE NAME OF HALIFAX CORPORATE TRUSTEES LIMITED AS TRUSTEE FOR THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.

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24. Name of contact and telephone number for queries

GRAEME WHEATLEY - 020 7356 6372

Name and signature of duly authorised officer of issuer responsible for making notification

GRAEME WHEATLEY

Date of notification

15 SEPTEMBER 2006

END

Enclosure 12.

Friday 15 September 2006

BT GROUP PLC

TRANSACTION IN OWN SHARES

BT Group plc announces that it has today transferred to Cazenove Group Limited 46,063 ordinary shares. The transferred shares were all formerly held as treasury shares. The shares will be used to satisfy an award granted under the BT Group Retention Share Plan.

Following the above transfer, BT Group plc holds 316,888,090 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 8,321,741,373.

--: ends :--

Enclosure 13.

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.

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- (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)

Name of person discharging managerial responsibilities/director

SIR CHRISTOPHER BLAND

BEN VERWAAYEN

ANDY GREEN

HANIF LALANI

IAN LIVINGSTON

PAUL REYNOLDS

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

HALIFAX CORPORATE 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

RECOVERY OF 2,309 BT GROUP SHARES BY HALIFAX CORPORATE TRUSTEES LIMITED AS TRUSTEE OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN FROM AWARDS MADE TO NON-ELIGIBLE INDIVIDUALS.

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

HALIFAX CORPORATE TRUSTEES LIMITED

8 State the nature of the transaction

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RECOVERY OF 2,309 BT GROUP SHARES BY HALIFAX CORPORATE TRUSTEES LIMITED AS TRUSTEE OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN FROM AWARDS MADE TO NON-ELIGIBLE INDIVIDUALS.

9. Number of shares, debentures or financial instruments relating to shares acquired

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

N/A

14. Date and place of transaction

150906 - UK

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

16. Date issuer informed of transaction

150906

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 date on which it can be exercised

N/A.....

19. Total amount paid (if any) 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

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N/A.....

22. Total number of shares or debentures over which options held following notification

N/A.....

23. Any additional information

THE ABOVE NAMED PERSONS HAVE TECHNICAL INTERESTS, AS AT 15 SEPTEMBER 2006 UNDER SCHEDULE 13 OF THE COMPANIES ACT AS FOLLOWS:

A. A TECHNICAL INTEREST, TOGETHER WITH ALL EMPLOYEES OF BT GROUP PLC IN 21,135,132 ORDINARY SHARES HELD BY ILFORD TRUSTEES (JERSEY) LIMITED IN RESPECT F CONTINGENT AWARDS UNDER EXECUTIVE SHARE PLANS;

B. A TECHNICAL INTEREST, TOGETHER WITH ALL EMPLOYEES OF BT GROUP PLC, IN 10,036 ORDINARY SHARES HELD IN THE NAME OF HALIFAX CORPORATE TRUSTEES LIMITED AS TRUSTEE FOR BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.

24. Name of contact and telephone number for queries

GRAEME WHEATLEY 020 7356 6372

Name and signature of duly authorised officer of issuer responsible for making notification

GRAEME WHEATLEY

Date of notification

15.09.06

END

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.

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Date 18 September, 2006