

RENASANT CORP

Form 4

November 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COCHRAN JAMES SCOTT

(Last) (First) (Middle)

P. O. BOX 709

(Street)

TUPELO, MS 38802

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RENASANT CORP [RNST]

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SEVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/03/2014		M	3,000 A	\$ 30.15	12,561.21	D
Common Stock	11/03/2014		F	2,502 D	\$ 30.15	10,059.21	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 22.77	11/03/2014		X	3,000	01/01/2008 12/31/2014	Common	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COCHRAN JAMES SCOTT P. O. BOX 709 TUPELO, MS 38802			SEVP	

Signatures

James Scott
Cochran 11/04/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Volume(s)

£3.0685

1,782 (Deferred Bonus Plan)

£3.0685

11,345 (Incentive Share Plan)

d)

Aggregated information

- Aggregated volume

- Price

13,127

£40,280

e)

Date of the transaction

7 FEBRUARY 2017

f)

Place of the transaction

LONDON

Explanation of Responses:

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name GERRY McQUADE

2 Reason for the notification

a) Position/status CEO WHOLESALE & VENTURES

b) Initial notification /Amendment INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BT GROUP PLC

b) LEI 213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument
a) Identification code ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
ISIN: GB0030913577

b) Nature of the transaction AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP INCENTIVE SHARE PLAN AND BT GROUP RETENTION SHARE PLAN.
Price(s) Volume(s)

c) Price(s) and volume(s)
£3.0685 2,975 (Incentive Share Plan)

Explanation of Responses:

£3.0685 8,769 (Retention Share Plan)

Aggregated information

d) - Aggregated volume

11,744

- Price

£36,036

e) Date of the transaction

7 FEBRUARY 2017

f) Place of the transaction

LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name

ED PETTER

2 Reason for the notification

a) Position/status

GROUP CORPORATE AFFAIRS
DIRECTOR

b) Initial notification /Amendment

INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name

BT GROUP PLC

b) LEI

213800 LRO7NS5CYQMN21

Explanation of Responses:

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4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument		ORDINARY SHARES IN BT GROUP
a)	Identification code	PLC OF 5P EACH ISIN: GB0030913577
b)	Nature of the transaction	AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP RETENTION SHARE PLAN AND BT GROUP INCENTIVE SHARE PLAN. Price(s) Volume(s)
c)	Price(s) and volume(s)	£3.0685 805 (Retention Share Plan)
		£3.0685 2,064 (Incentive Share Plan)
Aggregated information		
d)	- Aggregated volume	2,869
	- Price	£8,804
e)	Date of the transaction	7 FEBRUARY 2017
f)	Place of the transaction	LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

Explanation of Responses:

a) Name JOHN PETTER

2 Reason for the notification

a) Position/status CEO CONSUMER

b) Initial notification /Amendment INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BT GROUP PLC

b) LEI 213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument
a) Identification code ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
ISIN: GB0030913577

b) Nature of the transaction AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP INCENTIVE SHARE PLAN AND BT GROUP DEFERRED BONUS PLAN.
Price(s) Volume(s)

c) Price(s) and volume(s) £3.0685 2,168 (Deferred Bonus Plan)

£3.0685 11,230 (Incentive Share Plan)

Aggregated information

d) - Aggregated volume

13,398

- Price

£41,112

e) Date of the transaction

7 FEBRUARY 2017

f) Place of the transaction

LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name

GRAHAM SUTHERLAND

2 Reason for the notification

a) Position/status

CEO BUSINESS AND PUBLIC
SECTOR

b) Initial notification /Amendment

INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name

BT GROUP PLC

b) LEI

213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Explanation of Responses:

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a)	Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
	Identification code	ISIN: GB0030913577
b)	Nature of the transaction	AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP INCENTIVE SHARE PLAN AND BT GROUP DEFERRED BONUS PLAN. Price(s) Volume(s)
c)	Price(s) and volume(s)	£3.0685 2,029 (Deferred Bonus Plan)
		£3.0685 10,451 (Incentive Share Plan)
	Aggregated information	
d)	- Aggregated volume	12,480
	- Price	£38,295
e)	Date of the transaction	7 FEBRUARY 2017
f)	Place of the transaction	LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

a)	Name	HOWARD WATSON
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Explanation of Responses:

2 Reason for the notification

a) Position/status
CEO TECHNOLOGY, SERVICE & OPERATIONS

b) Initial notification /Amendment
INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name
BT GROUP PLC

b) LEI
213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument
a) Identification code
ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
ISIN: GB0030913577

b) Nature of the transaction
AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP INCENTIVE SHARE PLAN AND BT GROUP DEFERRED BONUS PLAN.

Price(s) Volume(s)
£3.0685 1,374 (Deferred Bonus Plan)

c) Price(s) and volume(s)
£3.0685 5,731 (Incentive Share Plan)

d) Aggregated information

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- Aggregated volume 7,105

- Price £21,802

e) Date of the transaction 7 FEBRUARY 2017

f) Place of the transaction LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name ALISON WILCOX

2 Reason for the notification

a) Position/status GROUP HR DIRECTOR

b) Initial notification /Amendment INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BT GROUP PLC

b) LEI 213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument ORDINARY SHARES IN BT GROUP
PLC OF 5P EACH
Identification code ISIN: GB0030913577

Explanation of Responses:

AWARDS OF SHARES AS
DIVIDEND EQUIVALENTS TO
SHARES HELD IN TRUST OVER
WHICH THE ABOVE PDMR HAS A
CONDITIONAL INTEREST UNDER
BT GROUP INCENTIVE SHARE
PLAN, BT GROUP DEFERRED
BONUS PLAN AND THE BT GROUP
RETENTION SHARE PLAN.

Price(s) Volume(s)

£3.0685 1,386 (Retention Share Plan)

£3.0685 219 (Deferred Bonus Plan)

£3.0685 6,217 (Incentive Share Plan)

Aggregated information

7,822

£24,002

7 FEBRUARY 2017

LONDON

b) Nature of the transaction

c) Price(s) and volume(s)

d) - Aggregated volume

- Price

e) Date of the transaction

f) Place of the transaction

1 Details of the person discharging managerial responsibilities / person closely associated

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a) Name SEAN WILLIAMS

2 Reason for the notification

a) Position/status CHIEF STRATEGY OFFICER

b) Initial notification /Amendment INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BT GROUP PLC

b) LEI 213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument
a) Identification code ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
ISIN: GB0030913577

b) Nature of the transaction AWARDS OF SHARES AS DIVIDEND EQUIVALENTS TO SHARES HELD IN TRUST OVER WHICH THE ABOVE PDMR HAS A CONDITIONAL INTEREST UNDER BT GROUP INCENTIVE SHARE PLAN AND BT GROUP DEFERRED BONUS PLAN.

c) Price(s) and volume(s)
Price(s) Volume(s)
£3.0685 1,055 (Deferred Bonus Plan)

£3.0685 6,460 (Incentive Share Plan)

Aggregated information

d)	- Aggregated volume	7,515
	- Price	£23,060
e)	Date of the transaction	7 FEBRUARY 2017
f)	Place of the transaction	LONDON

Name of contact and telephone number for queries

Anna Watch - 020 7356 5158

Enclosure 9

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR PERSONS CLOSELY ASSOCIATED WITH THEM

The information set out below is provided in accordance with the requirements of Article 19(3) of the EU Market Abuse Regulation No 596/2014.

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name	SIR MICHAEL RAKE
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2 Reason for the notification

a) Position/status	CHAIRMAN
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b) Initial notification /Amendment	INITIAL
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3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name	BT GROUP PLC
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b) LEI	
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Explanation of Responses:

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213800

LRO7NS5CYQMN21

- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a)	Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P EACH ISIN: GB0030913577
	Identification code	

b)	Nature of the transaction	REINVESTMENT OF DIVIDENDS IN FURTHER SHARES UNDER THE TERMS OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.
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c)	Price(s) and volume(s)	Price(s) Volume(s)
		£3.10 137

d)	Aggregated information	N/A SINGLE TRANSACTION
	- Aggregated volume	
	- Price	

e)	Date of the transaction	7 FEBRUARY 2017
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f)	Place of the transaction	LONDON
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- 1 Details of the person discharging managerial responsibilities / person closely associated

a)	Name	GAVIN PATTERSON
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- 2 Reason for the notification

a)	Position/status	CHIEF EXECUTIVE
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Explanation of Responses:

b)	Initial notification /Amendment	INITIAL
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	BT GROUP PLC
b)	LEI	213800 LRO7NS5CYQMN21
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
	Identification code	ISIN: GB0030913577
b)	Nature of the transaction	REINVESTMENT OF DIVIDENDS IN FURTHER SHARES UNDER THE TERMS OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.
c)	Price(s) and volume(s)	Price(s) Volume(s) £3.10 192
	Aggregated information	N/A SINGLE TRANSACTION
d)	- Aggregated volume	
	- Price	
e)	Date of the transaction	7 FEBRUARY 2017
f)	Place of the transaction	LONDON

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name GRAHAM SUTHERLAND

2 Reason for the notification

a) Position/status CEO BUSINESS AND PUBLIC SECTOR

b) Initial notification /Amendment INITIAL

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BT GROUP PLC

b) LEI 213800 LRO7NS5CYQMN21

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Description of the financial instrument, type of instrument
a) Identification code ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
ISIN: GB0030913577

b) Nature of the transaction REINVESTMENT OF DIVIDENDS IN FURTHER SHARES UNDER THE TERMS OF THE BT GROUP EMPLOYEE SHARE INVESTMENT PLAN.

c) Price(s) and volume(s) Price(s) Volume(s)
£3.10 18

d) Aggregated information
N/A SINGLE TRANSACTION

- Aggregated volume

Explanation of Responses:

- Price

- e) Date of the transaction
7 FEBRUARY 2017
- f) Place of the transaction
LONDON
- 1 Details of the person discharging managerial responsibilities / person closely associated
- a) Name
HOWARD WATSON
- 2 Reason for the notification
- a) Position/status
CEO TECHNOLOGY,
SERVICE &
OPERATIONS
- b) Initial notification /Amendment
INITIAL
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name
BT GROUP PLC
- b) LEI
213800
LRO7NS5CYQMN21
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- Description of the financial instrument, type of instrument
ORDINARY
SHARES IN BT
GROUP PLC OF 5P
- a) Identification code
EACH
ISIN: GB0030913577
- b) Nature of the transaction
REINVESTMENT OF
DIVIDENDS IN
FURTHER SHARES
UNDER THE TERMS
OF THE BT GROUP
EMPLOYEE SHARE
INVESTMENT
PLAN.

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c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.10	38
	Aggregated information	N/A SINGLE TRANSACTION	
d)	- Aggregated volume		
	- Price		
e)	Date of the transaction	7 FEBRUARY 2017	
f)	Place of the transaction	LONDON	

Enclosure 10

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR PERSONS CLOSELY ASSOCIATED WITH THEM

The information set out below is provided in accordance with the requirements of Article 19(3) of the EU Market Abuse Regulation No 596/2014.

- 1 Details of the person discharging managerial responsibilities / person closely associated
 - a) Name

MARC ALLERA
- 2 Reason for the notification
 - a) Position/status

CHIEF EXECUTIVE OFFICER EE
 - b) Initial notification /Amendment

INITIAL
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
 - a) Name

BT GROUP PLC
 - b) LEI

213800
LRO7NS5CYQMN21
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

Explanation of Responses:

Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P
a) Identification code	EACH ISIN: GB0030913577
b) Nature of the transaction	MARKET PURCHASE OF SHARES
Price(s) and volume(s)	Price(s) Volume(s) £3.13 32289
Aggregated information	N/A SINGLE TRANSACTION
d) - Aggregated volume	
- Price	
e) Date of the transaction	16 FEBRUARY 2017
f) Place of the transaction	LONDON

Enclosure 11

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR PERSONS CLOSELY ASSOCIATED WITH THEM

The information set out below is provided in accordance with the requirements of Article 19(3) of the EU Market Abuse Regulation No 596/2014.

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name GAVIN PATTERSON

2 Reason for the notification

a) Position/status CHIEF EXECUTIVE

Explanation of Responses:

b)	Initial notification /Amendment	INITIAL
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	BT GROUP PLC
b)	LEI	213800 LRO7NS5CYQMN21
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P EACH
	Identification code	ISIN: GB0030913577
b)	Nature of the transaction	REINVESTMENT OF DIVIDEND IN FURTHER SHARES.
c)	Price(s) and volume(s)	Price(s) Volume(s) £3.09 231
	Aggregated information	N/A SINGLE TRANSACTION
d)	- Aggregated volume	
	- Price	
e)	Date of the transaction	07 FEBRUARY 2017
f)	Place of the transaction	LONDON
1	Details of the person discharging managerial responsibilities / person closely associated	

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a) Name	KAREN PATTERSON
2 Reason for the notification	
a) Position/status	PERSON CLOSELY ASSOCIATED TO GAVIN PATTERSON, CHIEF EXECUTIVE
b) Initial notification /Amendment	INITIAL
3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a) Name	BT GROUP PLC
b) LEI	213800 LRO7NS5CYQMN21
4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
Description of the financial instrument, type of instrument	ORDINARY SHARES IN BT GROUP PLC OF 5P
a) Identification code	EACH ISIN: GB0030913577
b) Nature of the transaction	REINVESTMENT OF DIVIDEND IN FURTHER SHARES.
c) Price(s) and volume(s)	Price(s) Volume(s) £3.09 173
Aggregated information	
d) - Aggregated volume	N/A SINGLE TRANSACTION
- Price	
e) Date of the transaction	07 FEBRUARY 2017
f) Place of the transaction	LONDON

Explanation of Responses:

Name of contact and telephone number for queries

Anna Watch - 020 7356 5158

Enclosure 12

Tuesday 28 February 2017

BT GROUP PLC

TOTAL VOTING RIGHTS - MONTH-END DISCLOSURE

BT Group plc confirms that on 28 February 2017 its capital consisted of 9,968,127,681 ordinary shares with voting rights. On that date, BT Group plc held 7,940,818 ordinary shares as treasury shares and therefore, the total number of voting rights in BT Group plc on that date was 9,960,186,863.

The above figure (9,960,186,863) 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 FCA's Disclosure Guidance and Transparency Rules.

-: Ends :-

Enclosure 13

Explanation of Responses:

TR-1: NOTIFICATION OF MAJOR
INTEREST IN SHARESⁱ

1. Identity of the issuer
or the underlying
issuer of existing shares
to which voting rights
are attached: ii

BT Group
PLC

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
result in the acquisition of
shares already issued to
which voting rights are
attached

An acquisition or disposal
of instruments with
similar economic effect to
qualifying financial
instruments

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

5. Date of the
transaction and date

2 March,
2017

Explanation of Responses:

on which the threshold is
crossed or reached: v

6. Date on which issuer notified: 3 March,
2017

7. Threshold(s) that is/are crossed or reached: vi, vii

Voting rights attached to shares holding for BlackRock, Inc. has gone below 5%

8. Notified details:

A: Voting rights attached to shares viii, ix

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction		
	Number of Shares	Number of Voting Rights	Number of voting rights		% of voting rights x
			Direct xi	Indirect xii	
GB0030913577	586,516,038	586,516,038	N/A	496,208,951	84.8%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date xiii	Exercise/ Conversion Period xiv	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
Securities Lending			12,712,321	0.12%
American Depositary Receipt			8,949,120	0.08%

Explanation of Responses:

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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	Expiration date xvii	Exercise/Conversion period xviii	Number of voting rights instrument refers to	% of voting rights xix, xx	
					Nominal	Delta
CFD				7,899,236	0.07%	0.07%
Total (A+B+C)						
Number of voting rights				Percentage of voting rights		
525,769,628				5.27%		

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

See Annex 1

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: BlackRock
Regulatory
Threshold
Reporting
Team

14. Contact name: Marc-Oliver
Lesch

15. Contact telephone number: 020 7743
3650

Annex 1

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
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BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Group Limited

BlackRock Investment
Management (UK) Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock Holdco 4, LLC

BlackRock Holdco 6, LLC

BlackRock Delaware
Holdings Inc.

BlackRock Fund Advisors

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

Explanation of Responses:

BlackRock Holdco 4, LLC

BlackRock Holdco 6, LLC

BlackRock Delaware
Holdings Inc.

BlackRock Fund Advisors

BlackRock Institutional
Trust Company, National
Association

BlackRock, Inc.

Trident Merger, LLC

BlackRock Investment
Management, LLC

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Holdco 3, LLC

BlackRock Canada
Holdings LP

BlackRock Canada
Holdings ULC

BlackRock Asset
Management Canada
Limited

BlackRock, Inc.

Explanation of Responses:

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock (Singapore)
Holdco Pte. Ltd.

BlackRock Asia-Pac
Holdco, LLC

BlackRock HK Holdco
Limited

BlackRock Cayco Limited

BlackRock Trident
Holding Company Limited

BlackRock Japan Holdings
GK

BlackRock Japan Co., Ltd.

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock (Singapore)
Holdco Pte. Ltd.

BlackRock Asia-Pac
Holdco, LLC

BlackRock HK Holdco
Limited

BlackRock Asset
Management North Asia
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Group Limited

BlackRock Advisors (UK)
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Australia
Holdco Pty. Ltd.

BlackRock Investment
Management (Australia)
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock Capital
Holdings, Inc.

BlackRock Advisors, LLC

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock (Singapore)
Holdco Pte. Ltd.

BlackRock (Singapore)
Limited

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

Explanation of Responses:

BlackRock Group Limited

BlackRock (Netherlands)
B.V.

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Group Limited

BlackRock Investment
Management (UK) Limited

BlackRock Asset
Management Deutschland
AG

BlackRock, Inc.

BlackRock Holdco 2, Inc.

BlackRock Financial
Management, Inc.

BlackRock International
Holdings, Inc.

BR Jersey International
Holdings L.P.

BlackRock Group Limited

BlackRock International
Limited

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/ Dan Fitz, Company Secretary

Dan Fitz, Company Secretary.

Date 06 March 2017