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BOC GROUP PLC
Form S-8 POS
October 10, 2006

As filed with the Securities and Exchange Commission on October 10, 2006.
Registration No. 333-105611

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

THE BOC GROUP plc
(Exact name of Registrant as specified in its charter)

England
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Chertsey Road, Windlesham
Surrey, GU20 6HJ
England
Tel: +44 (0)1276 477222
(Address and telephone number of Registrant's principal executive offices)

THE BOC GROUP EXECUTIVE SHARE OPTION SCHEME 2003
THE BOC GROUP LONG TERM INCENTIVE PLAN
(Full title of the plans)

CT Corporation System
111 Eighth Avenue, New York
New York 10011, USA
+1 (212) 590-9338
(Name, address and telephone number of agent for service)

Copies to:
Doreen E. Lilienfeld, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
+1 (212) 848-7171

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EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-105611 (the "Registration Statement"), is being filed to deregister certain ordinary shares of 25 pence each (the "Shares") of The BOC Group Plc (the "Registrant") that were registered for issuance to employees of the Registrant pursuant to The BOC Group Executive Share Option Scheme 2003 (the "XSOP") and The BOC Group Long Term Incentive Plan (the "LTIP"). The Registration Statement registered 8,500,000 Shares issuable pursuant to the

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EXSOP and 1,500,000 Shares issuable pursuant to the LTIP. In connection with the Registrant's suspension of duty to file reports under Sections 13 and 15(d) of the U.S. Securities Exchange Act of 1934, as amended, the Registration Statement is hereby amended to deregister the remaining unissued Shares.

PART II

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Windlesham, Surrey, England, and in Murray Hill, New Jersey, U.S.A. on October 10, 2006.

THE BOC GROUP plc

By: /s/ Anthony Eric Isaac

Name: Anthony Eric Isaac
Title: Chief Executive

By: /s/ James P. Blake

Name: James P. Blake
Title: Authorized U.S. Representative