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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

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

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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)
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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

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Name: Anthony Eric Isaac  
Title: Chief Executive

By: /s/ James P. Blake

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