

BT GROUP PLC  
Form 6-K  
April 06, 2010

**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**

Date of Announcement: 6 April 2010

**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-

Enclosure 1 Transaction in Own Shares made on 3 March 2010  
Enclosure 2 Director/PDMR Shareholding made on 3 March 2010  
Enclosure 3 Notification Of Major Interest In Shares made on 5 March 2010  
Enclosure 4 Transaction in Own Shares made on 10 March 2010  
Enclosure 5 Transaction in Own Shares made on 17 March 2010  
Enclosure 6 Transaction in Own Shares made on 22 March 2010  
Enclosure 7 Transaction in Own Shares made on 24 March 2010  
Enclosure 8 Director/PDMR Shareholding made on 30 March 2010  
Enclosure 9 Director/PDMR Shareholding made on 30 March 2010  
Enclosure 10 Director/PDMR Shareholding made on 30 March 2010  
Enclosure 11 Transaction in Own Shares made on 31 March 2010  
Enclosure 12 Total Voting Rights made on 31 March 2010

Enclosure 1

Wednesday 3 March 2010

BT GROUP PLC

#### TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 663 ordinary shares at a price of 61 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,695,903 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,531,126.

The above figure (7,752,531,126) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 2

## **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

(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)

3. Name of

person discharging managerial responsibilities

/

director

TONY BALL

4. State whether notification relates to a person connected with a

person discharging managerial responsibilities

/

director

named in 3 and identify the connected person

TONY BALL

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 PURCHASE OF ORDINARY SHARES

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

TONY BALL

8 State the nature of the transaction

PURCHASE OF ORDINARY SHARES

9. Number of

shares

, debentures or financial instruments relating to shares

acquired

15,000 ORDINARY SHARES

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

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

116.6 pence per share

14. Date and place of transaction

3 MARCH 2010 - UK

15. Total holding following notification and total percentage holding following notification (any  
treasury shares

should not be taken into account when calculating percentage)

PERSONAL HOLDING: SHARES - 15,000

16. Date issuer informed of transactions

3 MARCH 2010

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)

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  
N/A

24. Name of contact and telephone number for queries  
FRANCIS O'MAHONY - 020 7356 6143

**Name and signature of duly authorised officer of issuer**

**responsible for making notification**

FRANCIS O'MAHONY

**Date of notification**

3 MARCH 2010

END

Enclosure 3

**TR-1 NOTIFICATION OF MAJOR INTEREST IN SHARES**

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

**BT Group Plc  
GB0030913577**

ii  
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):

**Norges Bank**

3. Full name of person(s) subject to the notification obligation:

iii

4. Full name of shareholder(s)

N/A

(if different from 3.):<sup>iv</sup>

5. Date of the transaction and date on which the threshold is crossed or reached:

4<sup>th</sup> March 2010

v

6. Date on which issuer notified:

5<sup>th</sup> March 2010

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

3%

vi, vii

**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 Direct Indirect xii	% of voting rights <sup>x</sup> Direct
GB0030913577	232,628,942	232,628,942	229,307,480	2.96%

**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
N/A	N/A	N/A	N/A	N/A

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments

xv, xvi

**Resulting situation after the triggering transaction**

<b>Type of financial instrument</b>	<b>Exercise price</b>	<b>Expiration date</b> xvii	<b>Exercise/ Conversion period</b> xviii	<b>Number of voting rights instrument refers to</b>	<b>% of voting rights</b> xix, xx
N/A	N/A	N/A	N/A	N/A	<b>Net</b> N/A

**Total (A+B+C)**

**Number of voting rights**

229,307,480

**Percentage of voting rights**

2.96%

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

xxi

N/A

**Proxy Voting:**

**10. Name of the proxy holder:** Norges Bank

**11. Number of voting rights proxy holder will cease to hold:** N/A

**12. Date on which proxy holder will cease to hold voting rights:** N/A

**13. Additional information:** None

**14. Contact name:** Andrew Bennett

**15. Contact telephone number:** +44 207 356 6027

Enclosure 4

Wednesday 10 March 2010

BT GROUP PLC



TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 40,951 ordinary shares at a minimum price of 61 pence per share and a maximum price of 111 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,654,952 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,572,077.

The above figure (7,752,572,077) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 5

Wednesday 17 March 2010

BT GROUP PLC

TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 39,564 ordinary shares at a minimum price of 61 pence per share and a maximum price of 124 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,615,388 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,611,641.

The above figure (7,752,611,641) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 6

Monday 22 March 2010

BT GROUP PLC

TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 220,688 ordinary shares at nil cost. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,394,700 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,832,329.

The above figure (7,752,832,329) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 7

Wednesday 24 March 2010

BT GROUP PLC

TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 48,020 ordinary shares at a minimum price of 61 pence per share and a maximum price of 124 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,346,680 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,880,349.

The above figure (7,752,880,349) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 8

## **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

(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)

3. Name of

person discharging managerial responsibilities

/

director

PATRICIA HEWITT

4. State whether notification relates to a

person

connected with a

person discharging managerial responsibilities

/

director

named in 3 and identify the

connected person

PATRICIA HEWITT

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

THE PURCHASE OF 4,020 ORDINARY SHARES BY PATRICIA HEWITT

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 shareholder(s) and, if more than one, the number of

shares

held by each of them

TRANSACT NOMINEES

8 State the nature of the transaction

SHARE PURCHASE

9. Number of

shares

, debentures or financial instruments relating to

shares

acquired

4,020 ORDINARY SHARES

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  
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  
£1.2437

14. Date and place of transaction  
29 MARCH 2010 - UK

15. Total holding following notification and total percentage holding following notification (any  
treasury shares  
should not be taken into account when calculating percentage)  
PATRICIA HEWITT  
PERSONAL HOLDING: SHARES - 10,554

16. Date issuer informed of transactions  
30 MARCH 2010  
if a  
person discharging managerial responsibilities  
has been granted options by the  
issuer  
complete the following boxes

17 Date of grant  
18. Period during which or date on which it can be exercised  
19. Total amount paid (if any) for grant of the option

N/A.....

20. Description of  
shares  
or debentures involved (  
class  
and number)

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

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

23. Any additional information  
N/A

24. Name of contact and telephone number for queries  
ANNA WATCH - 020 7356 5158

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

ANNA WATCH

**Date of notification**

30 MARCH 2010

END

Enclosure 9

**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

(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)

3. Name of

person discharging managerial responsibilities

/

director

**JEFFREY KELLY**

4. State whether notification relates to a person connected with a

person discharging managerial responsibilities

/

director

named in 3 and identify the connected person

ILFORD TRUSTEES (JERSEY) 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

GRANT OF AWARDS UNDER THE BT GROUP INCENTIVE SHARE 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 shareholder(s) and, if more than one, the number of

shares

held by each of them

ILFORD TRUSTEES (JERSEY) LIMITED

8 State the nature of the transaction

GRANT OF AWARDS UNDER THE BT GROUP INCENTIVE SHARE PLAN

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

**JEFFREY KELLY**

SHARES GRANTED UNDER THE INCENTIVE SHARE PLAN - 786,096

10. Percentage of issued

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES

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  
£1.246667

14. Date and place of transaction  
29 MARCH 2010, LONDON

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

**JEFFREY KELLY**  
PERSONAL HOLDING

:  
SHARES - 672,550  
BT GROUP INCENTIVE SHARE PLAN: SHARES - 786,096

16. Date issuer informed of transactions  
30 MARCH 2010

**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

N/A

24. Name of contact and telephone number for queries  
ANNA WATCH - 020 7356 5158

**Name and signature of duly authorised officer of  
issuer**

**responsible for making notification**

ANNA WATCH

**Date of notification**

30 MARCH 2010

END

Enclosure 10

## **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

(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)

3. Name of person discharging managerial responsibilities  
/

director  
**TONY CHANMUGAM**

4. State whether notification relates to a person connected with a person discharging managerial responsibilities  
/

director  
named in 3 and identify the connected person  
ILFORD TRUSTEES (JERSEY) 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

VESTING OF AWARD UNDER THE BT GROUP RETENTION SHARE PLAN AND SALE OF SHARES TO COVER TAX DUE ON VESTING

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

ILFORD TRUSTEES (JERSEY) LIMITED

8 State the nature of the transaction

VESTING OF AWARDS UNDER THE BT GROUP RETENTION SHARE PLAN AND SALE OF SHARES TO COVER TAX DUE ON VESTING

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

**TONY CHANMUGAM**

SHARES VESTING UNDER THE RETENTION SHARE PLAN - 100,312

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

**TONY CHANMUGAM**

SHARES SOLD TO COVER TAX DUE ON RSP VESTING - 41,212

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

£1.210763

14. Date and place of transaction

22 MARCH 2010, LONDON

15. Total holding following notification and total percentage holding following notification (any

treasury shares  
should not be taken into account when calculating percentage)

**TONY CHANMUGAM**

PERSONAL HOLDING

:

SHARES - 205,629

BT GROUP DEFERRED BONUS PLAN: SHARES - 153,308

BT GROUP INCENTIVE SHARE PLAN: SHARES - 1,192,517

BT GROUP GLOBAL SHARE OPTION PLAN: OPTIONS OVER 37,384SHARES

BT GROUP EMPLOYEE SHARES/SAVE SCHEME: AN OPTION OVER 12,110 SHARES.

16. Date issuer informed of transactions

23 MARCH 2010

**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

N/A

24. Name of contact and telephone number for queries

ANNA WATCH - 020 7356 5158

**Name and signature of duly authorised officer of**

**issuer**

**responsible for making notification**

ANNA WATCH

**Date of notification**

30 MARCH 2010

END

Enclosure 11

Wednesday 31 March 2010

BT GROUP PLC

TRANSACTION IN OWN SHARES - VOTING RIGHTS AND CAPITAL

BT Group plc announces that it has today transferred in connection with its employee share plans 14,388 ordinary shares at a minimum price of 61 pence per share and a maximum price of 111 pence per share. The transferred shares were all formerly held as treasury shares.

BT Group plc's capital consists of  
8,151,227,029

ordinary shares with voting rights. Following the above transfer, BT Group plc holds 398,332,292 ordinary shares as treasury shares. Therefore, the total number of voting rights in BT Group plc is 7,752,894,737.

The above figure (7,752,894,737) 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 FSA's Disclosure and Transparency Rules.

= ends =

Enclosure 12

Wednesday 31 February 2010

BT GROUP PLC

TOTAL VOTING RIGHTS - MONTH-END DISCLOSURE

BT Group plc confirms that on 31 March 2010, its capital consisted of 8,151,227,029 ordinary shares with voting rights. On that date, BT Group plc held 398,332,292 ordinary shares as treasury shares and therefore, the total number of voting rights in BT Group plc on that date was 7,752,894,737.

The above figure (  
7,752,894,737

) 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 FSA's Disclosure and Transparency Rules.

**-: Ends :-**

**Signatures**

Edgar Filing: BT GROUP PLC - Form 6-K

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.

Date 6 April 2010