**BOC GROUP PLC** Form SC 13G/A September 08, 2006

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Information to be included in Statements filed pursuant to Rules 13d-1(b), (c) and (d) and amendments thereto filed pursuant to Rule 13d-2(b)

(Amendment No.\_1)

BOC Group PLC. (Name of Issuer)

Common Stock (Title of Class of Securities)

> G12068113 (CUSIP Number)

September 4, 2006 (Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [X] Rule 13d-1(b)
- [ ] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

\_\_\_\_\_\_

1. Names of Reporting Persons and I.R.S. Identification No.

UBS AG (for the benefit and on behalf of UBS Investment Bank, Wealth Management USA, and Global Wealth Management and Business Banking business groups of UBS AG (See Item 7))

\_\_\_\_\_\_

2. Check the Appropriate Box if a Member of a Group

a [ ] b [ ]

- SEC USE ONLY
- 4. Citizenship or Place of Organization Switzerland

-----

5. Sole Voting Power Less than 5%

Number of

6. Shared Voting Power

Shares

0

Beneficially -----Owned by Each 7. Sole Dispositive Power

Reporting Person With:			Less th	han 5%
		8.	Shared 0	Dispositive Power
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: Less than 5%			
10.	Check if the Aggregate Amount in Row 9 Excludes Certain Shares			
11.	Percent of Class Represented by Amount in Row 9 Less than 5%			
12.	Type of Reporting Person BK			
Item 1(a) Name of Issuer				
BOC Group PLC				
Item 1(b) Address of Issuer's Principal Executive Offices:				
Chertsey Road Windlesham, GU20 6HJ United Kingdom				
<pre>Item 2(a) Name of Person Filing:</pre>				
UBS 2	AG 			
Item 2(b) Address of Principal Business Office:				
UBS AG's principal business office is: Bahnhofstrasse 45 PO Box CH-8021 Zurich, Switzerland				
Item	2(c) Citi:	zenshi	p:	
Switzerland				
Item 2(d) Title of Class of Securities				
Common Stock				
Item 2(e) CUSIP Number:				
G12068113				

Item 3. Type of Person Filing:

UBS AG is classified as a Bank as defined in section 3(a)(6) of the Act pursuant to no-action relief granted by the staff of the Securities and Exchange Commission.

\_\_\_\_\_\_

Item 4 (a) - (c) (iv). Ownership:

Items 5-11 of the cover pages are incorporated by reference.

\_\_\_\_\_\_

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

\_\_\_\_\_\_

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

-----

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on By the Parent Holding Company:

This statement on Schedule 13G is being filed by UBS AG on behalf of itself and the subsidiaries listed below. The securities being reported on by UBS AG were acquired directly by UBS AG directly and certain of such subsidiaries.

UBS AG London Branch

UBS Portfolio LLC

UBS AG Frankfurt

UBS Ltd

UBS Warburg Private Clients Ltd

UBS AG Tokyo branch

UBS AG (Switzerland)

UBS Warburg Securities (Pty) Ltd (South Africa)

UBS International Ltd

UBS Warburg Securities Ltd

Banco UBS Warburg S.A

UBS Warburg Corretora de Cambio e Valores

Mobiliarios S.A.

UBS Warburg Trading S.A.

UBS Bunting Warburg Inc

UBS Capital Americas Investments III, Ltd.

UBS Capital II LLC

UBS Capital LLC

UBS AG Brazil

UBS Limited

UBS Capital Americas Investments II Ltd

SBC Equity Partners AG

UBS Capital Asia Pacific Ltd

UBS Capital Holdings LLC

UBS Capital Jersey Ltd

UBS Capital BV

UBS (USA) Inc

UBS Warburg AG (Frankfurt)

UBS Securities Australia Ltd

UBS Securities (Japan) Ltd

UBS Securities LLC

```
UBS Securities New Zealand Limited
UBS New Zealand Limited
UBS AG Australia Branch
UBS Capital Markets LP
UBS Capital Latin America LDC
UBS Securities France SA
UBS AG Canada Branch
UBS Cayman Ltd.
PaineWebber Capital Inc
Paine Webber International Inc
UBS Fiduciary Trust Company
UBS Financial Services Incorporated of Puerto Rico
UBS Americas Inc
UBS Financial Services Inc.
Inversiones Ibersuizas, S.A.
UBS (Bahamas) LTD
UBS (Cayman Islands) LTD
UBS (France) LTD
UBS (Italia) LTD
UBS (Luxemberg) LTD
UBS (Luxemberg) SA Austria Branch
UBS (Monaco) S.A.
UBS AG Brazil
UBS AG New York (101 Park Avenue)
UBS AG Hong Kong
UBS AG Jersey Branch
UBS AG Singapore
UBS Assessores LTD
UBS Bank (Canada)
UBS Belgium SA/NV
UBS Deutschland AG
UBS Espana S.A.
UBS International Inc
UBS Swiss Advisors AG
UBS Wealth Management AG
UBS Wealth Management (UK) Ltd
______
Item 8. Identification and Classification of Members of the Group
Not Applicable
```

Item 9 Notice of Dissolution of Group:

Not Applicable

\_\_\_\_\_\_

#### Item 10. Certification:

By signing below, the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Edward Buscemi

\_\_\_\_\_

Edward Buscemi Executive Director

By: /s/ Michael Cortese

\_\_\_\_\_

Michael Cortese Managing Director

Date: September 8, 2006