

UCB S.A.
Form SC 14D9
May 19, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934

CELLTECH GROUP PLC

(Name of Subject Company)

CELLTECH GROUP PLC

(Name of Person Filing Statement)

**Ordinary shares, nominal value 50 pence sterling per share
and
American Depositary Shares (each representing 2 ordinary shares)**
(Title of Class of Securities)

151158102 (American Depositary Shares)
(CUSIP Number of Class of Securities)

**Peter Allen
Celltech Group plc
208 Bath Road
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(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the person filing statement)

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[X] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

