

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**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)

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**Peter Allen  
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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.

