

P.E. 12/31/01

FORM 6-K



02016683

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of December 2001

COLT TELECOM GROUP plc  
(Translation of Registrant's Name into English)

15 Marylebone Road  
London  
NW1 5JD  
England

\_\_\_\_\_  
(Address of Principal Executive Offices)

(Indicate by check mark whether the Registrant files or will file annual reports under cover of  
Form 20-F or Form 40-F.)

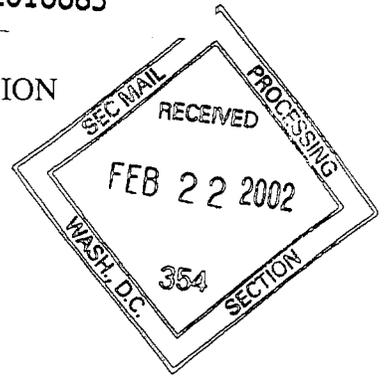
Form 20-F  Form 40-F

(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

(If "Yes" is marked, indicate below the file number assigned to the Registrant in connection with  
Rule 12g3-2(b): 82- \_\_\_\_\_)

This Form 6-K shall be deemed to be incorporated by reference in the Registrant's Registration  
Statement on Form F-3 (Reg. No.333-05972), in the Registrant's



PROCESSED

MAR 01 2002

THOMSON  
FINANCIAL p

Registration Statement on Form S-8 (Reg. No.333-8362), in the Registrant's  
Registration Statement Form F-3 (Reg. No. 333-09116), in the Registrant's  
Registration Statement Form F-3 (Reg. No. 333-09118), in the Registrant's  
Registration Statement Form F-3 (Reg. No. 333-09120), and in the Registrant's  
Registration Statement Form F-4 (Reg. No. 333-11866), and in the Registrant's  
Registration Statement Form F-3 (Reg. No. 333-13990)

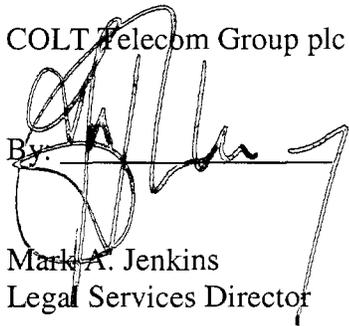
Enclosure: Notification of Interest dated 19<sup>th</sup> December 2001

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form-6K to be signed on its behalf by undersigned, thereunto duly authorized.

Date: 19<sup>th</sup> December 2001

COLT Telecom Group plc

By: 

Mark A. Jenkins  
Legal Services Director

Notification of interests in shares under

Section 198 of the Companies act 1985

AVS: 199429

**1. Name of Company**

*COLT Telecom Group plc*

**2. Name of Shareholder having a major interest**

*Notification is in respect of indirect interests*

**3. Please state whether notification indicates that it is in respect of holding of the**

**Shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18**

*Notification is in respect of a non-beneficial interest held by CGNU plc. either directly or through its subsidiary, Morley Fund Management Limited*

**4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them**

*BNY Norwich Union Nominees Ltd: 30,264,376*

*Chase GA Group Nominees Ltd: 24,856,498*

*CUIM Nominees Ltd: 22,965,224*

*RBSTB Nominees Ltd: 1,924,233*

*Hibernian Investment Managers Ltd: 234,337*

**5. Number of shares/amount of stock acquired**

*17,843,069*

**6. Percentage of issued class**

*1.18%*

**7. Number of shares/amount of stock disposed**

*11,474,284*

**8. Percentage of issued Class**

*Less than 1%*

**9. Class of security**

*Ordinary Shares of 2.5p*

**10. Date of Transaction**

*N/A*

**11. Date Company informed**

18 December 2001

**12. Total holding following this notification**

80,244,668

**13. Total percentage holding of issued class following this notification**

5.32%

**14. Any additional information**

*This notification is as a result of the receipt of 17,832,445 shares purchased under the open offer and further purchases totalling 10,624 shares, and the sale of 11,474,284.*

**15. Name of contact and telephone number for queries**

*John Doherty: 0207 390 3681*

**16. Name and signature of authorised company official responsible for making this notification**

**Mark A. Jenkins**

**Company Secretary**

**Date of Notification: 19 December 2001**

**Company Announcements Office**

**Old Broad Street**

**London**

**EC2N 1HP**

**Facsimile: 0207 588 6057, 0207 334 8964/8965/8966**

**Enquiries: Company Monitoring and enquiries; UK Listing Authority**