

02 MAY 22 AM 10:5

20<sup>th</sup> May 2002**The Morgan Crucible Company plc**

Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549



Morgan House, Madeira Walk,  
Windsor, Berkshire SL4 1EP  
Telephone: 01753 837000  
Telefax: 01753 850872  
DX No. 3824  
www.morgancrucible.com

Re: The Morgan Crucible Company plc – File No. 82-3387

**SUPPL**

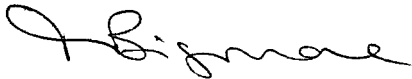
Ladies and Gentlemen:

The enclosed material is furnished pursuant to Rule 12g3-2(b) on behalf of The Morgan Crucible Company plc (the 'Company'), File No. 82-3387.

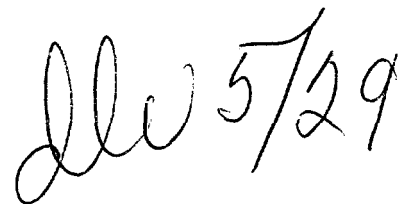
Such material shall not be deemed to be 'filed' with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the 'Act').

The furnishing of any such material shall not constitute an admission for any purpose that the Company is subject to the Act.

Sincerely,



**Tracey Bigmore**  
Manager, Company Secretariat

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FINANCIAL****P**

Enclosure

|          |                        |
|----------|------------------------|
| Company  | Morgan Crucible Co PLC |
| TIDM     | MGCR                   |
| Headline | Director Shareholding  |
| Released | 14:44 20 May 2002      |
| Number   | 1463W                  |

**SCHEDULE 11**

**NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS**

- 1) Name of company:  
The Morgan Crucible Company plc
- 2) Name of director:  
Mr Nigel Robert Young
- 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 or in respect of a non-beneficial interest:  
Director named in 2
- 4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified):  
Mr Nigel Robert Young
- 5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s):  
Director named in 2
- 6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary:  
Purchase
- 7) Number of shares/amount of stock acquired:  
6,000
- 8) Percentage of issued class:  
0.0026
- 9) Number of shares/amount of stock disposed:  
N/A
- 10) Percentage of issued class:  
N/A
- 11) Class of security:  
Ordinary shares of 25p
- 12) Price per share:  
179.22p
- 13) Date of transaction:  
20/5/02
- 14) Date of notification:  
20/5/02
- 15) Total holding following this notification:  
6,000
- 16) Total percentage holding of issued class following this notification:  
0.0026

fields:

17) Date of grant:

N/A

18) Period during which or date on which exercisable:

N/A

19) Total amount paid (if any) for grant of the option:

N/A

20) Description of shares or debentures involved: class, number:

N/A

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

N/A

22) Total number of shares or debentures over which options held following this notification:

N/A

23) Any additional information:

N/A

24) Name of contact and telephone number for queries:

Mr D.J. Coker 01753 837222

25) Name and signature of authorised company official responsible for making this notification:

Mr D.J. Coker

Company Secretary

Date of Notification:

20<sup>th</sup> May 2002

END