



02047946

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

Report of Foreign Private Issuer

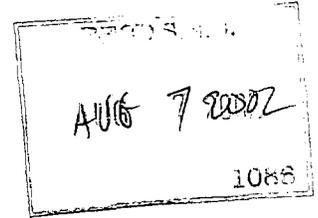
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

PE

01 August 2002

mmO2 plc

Wellington Street  
Slough, Berkshire SL1 1YP, 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 \_\_\_\_\_

Enclosure:

One Company Announcement notification dated 1 August 2002 sent to the London Stock  
Exchange under its requirements to notify a change in major interests in shares.

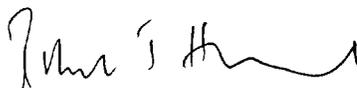
Wiley

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

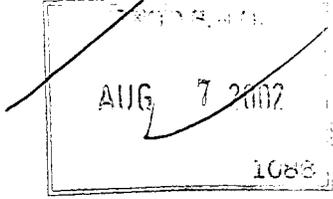
**mmO2 plc**

Date: 01 August 2002

By:  \_\_\_\_\_

**ROBERT HARWOOD**  
Assistant Secretary

SCHEDULE 10



NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

mmO2 plc

2. Name of shareholder having a major interest

The Capital Group Companies Inc.

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

In respect of 2 above

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

**Capital International Limited:**

| <b>Registered Name</b>                                                                                     | <b>Number of Shares</b> |
|------------------------------------------------------------------------------------------------------------|-------------------------|
| State Street Nominees Limited<br>Canary Wharf<br>27 <sup>th</sup> Floor, 1 Canada Square<br>London E14 5AF | 3,331,150               |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London<br>EC3V 9BY                      | 35,018,410              |
| Chase Nominees Ltd<br>Woolgate House<br>Coleman Street<br>London EC2P 2HD                                  | 44,502,999              |
| Midland Bank plc<br>5 Lawrence Hill<br>Poutney Hill<br>London EC4R OE                                      | 1,810,900               |
| Bankers Trust<br>59 1/2 Southmark Street<br>2 <sup>nd</sup> Floor<br>London SE1 OHH                        | 31,776,442              |
| Barclays Bank<br>Barclays Global Securities Services<br>8 Angel Court<br>London EC2R 7HT                   | 988,000                 |
| Citibank London<br>11 Old Jewry<br>London EC2R 8D8                                                         | 1,103,800               |

|                                                                                          |            |
|------------------------------------------------------------------------------------------|------------|
| Morgan Guaranty<br>83 Pall Mall<br>London SW1Y 5ES                                       | 4,807,900  |
| Nortrust Nominees<br>156 Bishopsgate<br>London EC2M 3XS                                  | 28,849,634 |
| State Street Bank & Trust Co                                                             | 3,196,800  |
| Deutsche Bank AG<br>23 Great Winchester Street<br>London EC2P 2AX                        | 9,605,930  |
| HSBC Bank plc<br>Securities Services<br>Mariner House<br>Pepys Street<br>London EC3N 4DA | 11,769,493 |
| Mellon Bank NA<br>London Branch<br>London                                                | 3,250,000  |
| Northern Trust AVFC<br>South Africa                                                      | 1,635,400  |
| KAS UK<br>Kass Associate<br>PO Box 178<br>1000 AD Amsterdam                              | 323,500    |
| Mellon Nominees (UK) Ltd<br>150 Buchanan Street<br>Glasgow G1 2DY                        | 1,000,000  |
| Bank One London                                                                          | 1,643,900  |
| Clydesdale Bank plc                                                                      | 262,000    |
| <b>Capital International S.A.:</b>                                                       |            |
| Bank of New York Nominees<br>Bank of New York<br>3 Birchin Lane<br>London EC3V 9BY       | 569,000    |
| Chase Nominees Limited<br>Woolgate House<br>Coleman Street<br>London EC2P 2HD            | 4,577,800  |
| Midland Bank plc<br>5 Laurence<br>Poutney Hill<br>EC4R OE                                | 106,900    |
| Royal Bank of Scotland<br>Regents House<br>42 Islington High Street                      | 3,489,000  |

London N1 8XL

Lloyds Bank 187,500  
Central Settlement Section  
Branches Stock Office  
34 Threadneedle Street  
London

Vidacos Nominees Ltd 1,002,000  
Citibank NA  
Lewisham House  
25 Molesworth Street  
London SE13 7EX

Deutsche Bank AG 385,200  
23 Great Winchester Street  
London  
EC2P 2AX

**Capital International, Inc.:**

Bank of New York Nominees 1,299,465  
Bank of New York  
3 Birchin Lane  
London EC3V 9BY

Chase Nominees Limited 5,041,124  
Woolgate House  
Coleman Street  
London EC2P 2HD

Nortrust Nominees 1,638,000  
155 Bishopsgate  
London EC2M 9XS

Citibank NA 308,000  
Toronto

HSBC Bank plc 391,100  
Securities Services  
Mariner House  
Pepys Street  
London EC3N 4DA

**Capital Research and Management Company:**

State Street Nominees Limited 64,700  
Canary Wharf  
27<sup>th</sup> Floor, 1 Canada Square  
London E14 5AF

Chase Nominees Limited 226,171,548  
Woolgate House  
Coleman Street  
London  
EC2P 2HD

**Capital Guardian Trust Company**

State Street Nominees Limited 1,765,000

Canary Wharf  
27<sup>th</sup> Floor, 1 Canada Square  
London E14 5AF

Chase Nominees Limited 7,079,000  
Woolgate House  
Coleman Street  
London EC2P 2HD

Midland Bank plc 379,000  
5 Laurence  
Poutney Hill  
London EC4R 0E

Nortrust Nominees 2,284,000  
155 Bishopsgate  
London EC2M 3XS

5. Number of shares / amount of stock acquired

90,879,118

6. Percentage of issued class

1.05%

7. Number of shares / amount of stock disposed

N/A

8. Percentage of issued class

N/A

9. Class of security

Ordinary shares of 0.1p each

10. Date of transaction

30 July 2002 - Date of Section 198 Notification

11. Date company informed

1 August 2002

12. Total holding following this notification

441,414,595

13. Total percentage holding of issued class following this notification

5.09%

14. Any additional information

Notification in respect of section 198 Companies Act 1985

15. Name of contact and telephone number for queries

Deborah Russell, 01753 628096

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

Deborah Russell

Date of notification

1 August 2002

The FSA does not give any express or implied warranty as to the accuracy of this document or material and does not accept any liability for error or omission. The FSA is not liable for any damages (including, without limitation, damages for loss of business or loss of profits) arising in contract, tort or otherwise from the use of or inability to use this document, or any material contained in it, or from any action or decision taken as a result of using this document or any such material.