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**centrica**

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

23 May 2007

Office of International Corporation Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington D.C. 20549  
USA

*082-04578*

**SUPPL**

Dear Sir / Madam

Centrica plc

The enclosed document is to be furnished to the Securities and Exchange Commission (the "SEC") on behalf of Centrica plc (the "Company") pursuant to the exemption from the Securities Exchange Act 1934 (the "Act") afforded by Rule 12g 3-2 (b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g 3-2 (b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

Yours faithfully

For and on behalf of  
Centrica plc

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*JW 5/31*

Centrica plc  
Registered in England & Wales No 3033854  
Registered Office  
Millstream, Maldenhead Road  
Windsor, Berkshire SL4 5GD

Purchase of ordinary shares of 6 14/81 pence in Centrica plc ("Shares" and the "Company", respectively) by Directors of the Company under its Share Incentive Plan ("SIP").

The SIP trustee, Hill Samuel ESOP Trustees Limited (the "Trustee"), notified the Company on 22 May 2007 that:

(1) The following Directors and other Persons Discharging Managerial Responsibility for the Company acquired Shares under the SIP on 21 May 2007 held through the Trustee:

	Number of Shares Acquired*	Aggregate Shares held Beneficially (across all accounts following acquisition)
Directors		
Phil Bentley	46	601,273
Sam Laidlaw	48	266,600
Jake Ulrich	46	860,745
Persons Discharging Managerial Responsibility		
Grant Dawson	46	277,473
Catherine May	46	5,844
Anne Minto	46	195,231
Chris Weston	46	133,594

\* The 'Number of Shares Acquired' includes 31 Partnership shares (32 for Sam Laidlaw due to a higher residual balance) acquired at 398.00 pence per share and 15 Matching shares (16 for Sam Laidlaw) acquired at 395.33 pence per share. Both Partnership and Matching elements are registered in the name of the Trustee.

(2) They had transferred 9,730 ordinary shares of 6 14/81 pence each from Lloyds TSB Registrars Corporate Nominee Limited AESOP1 (Allocated shares) to Lloyds TSB Registrars Corporate Nominee Limited AESOP2 (Unallocated shares). The transfer was made following the forfeiture of shares, under the rules of the SIP, by participants who have left the group since the last purchase and the shares had been used towards May's allocation of Matching shares. The Directors listed above, together with some 5,479 other employees, are participants in the SIP and are potentially interested in the remaining 354 shares held by Lloyds TSB Registrars Corporate Nominee Limited AESOP2 left following the purchase.

The SIP operates as follows

- Each month the Trustee uses participants' contributions (which may not exceed £125 per participant per month) to purchase shares in the market. These shares are called '**Partnership Shares**'.
- At the same time the Company allots to participants via the Trustee one '**Matching Share**' for every two partnership shares purchased that month (up to a maximum of 20 matching shares per month).
- Participants may change their monthly savings rate whenever they wish. However, Directors and others bound by the Company's Securities Dealing Code (the "**Code**") may not make such a change during a close period or when otherwise prohibited from dealing by the Code.

END