



82-03138

BLOCK LISTING SIX MONTHLY RETURN

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CORPORATE

To: The FSA

Date: 7 January 2008

SUPPL

Name of applicant:		BAE Systems plc		
Name of scheme:		BAE Systems Share Option Plan 2001 (Options granted 2001 onwards)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		8,845,638		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of securities issued/allotted under scheme during period:		2,418,834		
Balance under scheme not yet issued/allotted at end of period		6,426,804		
Number and class of securities originally listed and the date of admission		10,945,864 (Jan 2002) 14,700,000 (June 2006)		
Total number of securities in issue at the end of the period		3,574,509,017		

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JAN 22 2008

THOMSON
FINANCIAL



Name of contact:	Simone Barratt
Address of contact:	Warwick House, PO Box 87, Farnborough Aerospace Centre, Farnborough, GU14 6YU
Telephone number of contact:	01252 383945

SIGNED BY

Director/company secretary/suitably experienced employee/duly authorised officer,
for and on behalf of
BAE Systems plc
Name of applicant

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INFORMATION PROVIDED ON THIS FORM MUST BE TYPED OR PRINTED ELECTRONICALLY.

To: The FSA**Date:** 7 January 2008

Name of <i>applicant</i> :		BAE Systems plc		
Name of scheme:		BAE Systems JV Share Option Plan 2001 (Options granted 2001 onwards)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		1,528,571		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of <i>securities</i> issued/allotted under scheme during period:		683,281		
Balance under scheme not yet issued/allotted at end of period		845,290		
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		2,925,060 (Jan 2002) 4,300,000 (June 2006)		
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017		

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To: The FSA**Date: 7 January 2008**

Name of <i>applicant</i> :		BAE Systems plc		
Name of scheme:		BAE Systems Executive Share Option Scheme 1993 (Options granted 1994 to 2000)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		7,219,580		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of <i>securities</i> issued/allotted under scheme during period:		1,394,240		
Balance under scheme not yet issued/allotted at end of period		5,825,340		
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		24,776,492 (between April 1996 and April 2000)		
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017		

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Name of <i>applicant</i> :		BAE Systems plc		
Name of scheme:		BAE Systems JV Executive Share Option Scheme 1998 (Options granted 1998 to 2000)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		638,219		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of <i>securities</i> issued/allotted under scheme during period:		68,810		
Balance under scheme not yet issued/allotted at end of period		569,409		
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		860,209 (Nov 1999 to Apr 2000)		
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017		

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Name of <i>applicant</i> :		BAE Systems plc		
Name of scheme:		BAE Systems SAYE Share Options Scheme 1993 (Options granted to 2002)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		31,751,840		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of <i>securities</i> issued/allotted under scheme during period:		529,775		
Balance under scheme not yet issued/allotted at end of period		31,222,065		
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		84,028,260 (Dec 1994 to Apr 2000)		
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017		

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To: The FSA**Date: 7 January 2008**

Name of <i>applicant</i> :		BAE Systems plc		
Name of scheme:		BAE Systems All Employee Share Schemes (Options granted 2002 onwards)		
Period of return:	From:	1 July 2007	To:	31 December 2007
Balance under scheme from previous return:		6,440,788		
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A		
Number of <i>securities</i> issued/allotted under scheme during period:		1,274,430		
Balance under scheme not yet issued/allotted at end of period		5,166,358		
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		11,000,000 (June 2006)		
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017		

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Name of <i>applicant</i> :		BAE Systems plc	
Name of scheme:		BAE Systems Joint Venture SAYE Share Option Scheme 1998	
Period of return:	From:	1 July 2007	To: 31 December 2007
Balance under scheme from previous return:		2,273,577	
The amount by which the block scheme has been increased, if the scheme has been increased since the date of the last return:		N/A	
Number of <i>securities</i> issued/allotted under scheme during period:		140,397	
Balance under scheme not yet issued/allotted at end of period		2,133,180	
Number and <i>class</i> of <i>securities</i> originally listed and the date of admission		5,973,508 (Nov 98 to Apr 00)	
Total number of <i>securities</i> in issue at the end of the period		3,574,509,017	

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