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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 3 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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**REUTERS GROUP PLC**

(Exact name of Registrant as specified in its charter)

**England and Wales**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

(I.R.S. Employer  
Identification Number)

**The Reuters Building**

**South Colonnade**

**Canary Wharf**

**London, E14 5EP**

**England**

**44 (0) 207 250 1122**

(Address and telephone number of Registrant's principal executive offices)

**REUTERS LIMITED EMPLOYEE SHARE SCHEME**

**U.K. EXECUTIVE SHARE OPTION SCHEME**

**U.S. EXECUTIVE SHARE OPTION SCHEME**

**REUTERS HOLDINGS SAYE SHARE OPTION SCHEME**

**REUTERS HOLDINGS PLC U.S. SAYE INCENTIVE STOCK OPTION PLAN**

**REUTERS HOLDINGS OVERSEAS SAYE SHARE OPTION SCHEME**

(Full title of the plans)

**Nancy C. Gardner, Americas General Counsel**

**Reuters America LLC**

**The Reuters Building**

**3 Times Square, 20<sup>th</sup> Floor**

**New York, NY 10036**

**(646) 223 4000**

(Name, address and telephone number of agent for service)

Copies to:

**Doreen E. Liliendorf, Esq.**

**Shearman & Sterling LLP**

**599 Lexington Avenue**

**New York, NY**

**(212) 848-7171**

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**EXPLANATORY STATEMENT**

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8, Registration No. 033-16927 (the "Registration Statement") is being filed to deregister certain Ordinary Shares, nominal value 25 pence per share (the "Shares"), of Reuters Group PLC (the "Registrant") that were registered for issuance pursuant to the Reuters Limited Employee Share Scheme, the U.K. Executive Share Option Scheme, the Reuters Holdings SAYE Share Option Scheme, Reuters Holdings PLC U.S. SAYE Incentive Stock Option Plan and the Reuters Holdings Overseas SAYE Share Option Scheme (the "Plans").<sup>1</sup> The Registration Statement is hereby amended to deregister the remaining unissued shares.

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- (1) The original Registration Statement, which was filed with the U.S. Securities and Exchange Commission on September 3, 1987, registered 30,000,000 B Ordinary (Limited Voting) Shares of 10 pence each of Reuters Holdings PLC. On April 26, 1989, all A ordinary shares of Reuters Holdings PLC were converted into B ordinary shares and the entire class of B shares were redesignated 10 pence ordinary shares with one vote each, with the effect that all ordinary shares of Reuters Holdings PLC became publicly traded. On April 18, 1994, each 10 pence ordinary share of Reuters Holdings PLC was subdivided into four new ordinary shares of 2.5 pence each, and each ADS of Reuters Holdings PLC was split on a two-for-one basis so that each ADS represented six ordinary shares instead of three. On February 18, 1998, Reuters Holdings PLC returned £1,482 million to shareholders by way of the introduction of a new holding company, the Registrant. On such date, for every 15 Reuters Holdings PLC shares shareholders received 13 Shares of the Registrant and £13.60 in cash and for every 15 ADSs in Reuters Holdings PLC ADS holders received 13 ADS in the Registrant and the US dollar equivalent of £81.60; Reuters Holdings PLC shares were cancelled.

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### SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant, Reuters Group PLC, a corporation organized and existing under the laws of England and Wales, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in London on the 28 day of September, 2006.

Reuters Group PLC  
(Registrant)

By: /s/ David John Grigson  
Name: David John Grigson  
Title: Finance Director

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### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints David John Grigson (with full power to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act, and any rules, regulations and requirements of the Commission in connection with this Post-Effective Amendment No. 3 to the Registration Statement on Form S-8, including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name in his or her capacity as an Officer, Director or Authorized Representative in the United States or in any other capacity with respect to this Post-Effective Amendment, and to any and all instruments and documents filed as part of or in connection with this Post-Effective Amendment.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-8 has been signed below by the following in the capacities indicated as of this 28 day of September, 2006.

SIGNATURE

TITLE

/s/ Niall FitzGerald

Niall FitzGerald

Chairman and Director

/s/ Thomas Henry Glocer

Thomas Henry Glocer

Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ David Grigson

David Grigson

Finance Director and Director  
(Principal Financial and Accounting Officer)

/s/ Devin Wenig

Chief Operating Officer and Director

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Devin Wenig

/s/ Edward Kozel  
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Edward Kozel

Director

/s/ Richard Olver  
\_\_\_\_\_

Richard Olver

Director

/s/ Ian Charles Strachan  
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Ian Charles Strachan

Director

/s/ Penelope Hughes  
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Penelope Hughes

Director

/s/ Lawton Fitt  
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Lawton Fitt

Director

/s/ Kenneth Olisa  
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Kenneth Olisa

Director

\_\_\_\_\_  
Sir Deryck Maughan

Director

/s/ Nancy C. Gardner  
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Nancy C. Gardner

Authorized U.S. Representative