ASTRAZENECA PLC
Form S-8 POS
December 20, 2002

As filed with the Securities and Exchange Commission on December 20, 2002
Registration No. 333-9062

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ASTRAZENECA PLC
(formerly Zeneca Group PLC)
(Exact Name of Registrant as Specified in Its Charter)

ENGLAND	NONE
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

15 Stanhope Gate
London WIY 6LN
ENGLAND
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

AstraZeneca Savings and Security Plan

AstraZeneca Savings and Security Plan
for Puerto Rico Employees

(Full title of the plans)

Ann Booth-Barbarin
AstraZeneca Pharmaceuticals LP
1800 Concord Pike, P.O. Box 15437
Wilmington, Delaware 19850-5437
(302) 886-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class	Amount to be	Proposed Maximum Offering Price Per	Proposed Maximum Aggregate

of Securities to be Registered	Registered	Unit	Offering Price
American Depositary Shares representing Ordinary Shares of $0.25 each of AstraZeneca PLC (1).....	*	*	*

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the AstraZeneca Savings and Security Plan and the AstraZeneca Savings and Security Plan for Puerto Rico Employees.

* This form is an amendment to the Forms S-8 filed as of July 1, 1998 for each of the Zeneca Deferred Compensation Plan (File No. 333-9062) and the Zeneca Deferred Compensation Plan for Non-Exempt Employees (File No. 333-9060).

AMENDMENT

The Zeneca Deferred Compensation Plan and the Zeneca Deferred Compensation Plan for Non-Exempt Employees (collectively, the "Former Plans") were merged and restated into a single plan now known as the AstraZeneca Savings and Security Plan (the "New Plan"). On July 14, 2000 a post-effective amendment to each of the Form S-8 registration statements (the "Initial Forms S-8") previously filed for the Zeneca Deferred Compensation Plan (File No. 333-9062) and the Zeneca Deferred Compensation Plan for Non-Exempt Employees (File No. 333-9060), was filed for the purpose of (i) noting the consolidation of the Former Plans into the New Plan and (ii) making the shares previously registered under the Initial Forms S-8 available for issuance under the New Plan.

Effective as of January 1, 2003, the AstraZeneca Savings and Security Plan for Puerto Rico Employees (the "Puerto Rico Plan") is being established and there will be effected a spin-off of a part of the New Plan. This Amendment is being filed as a post-effective amendment to each of the Initial Forms S-8 to reflect the spin-off of part of the New Plan and to make the shares previously registered under the Initial Forms S-8 available for issuance under both the New Plan and the Puerto Rico Plan.

Item 8. EXHIBITS

24. Powers of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant, AstraZeneca PLC, certifies that it has reasonable grounds

to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Amendment to be signed on its behalf by the undersigned duly authorized representative, in the City of Wilmington, State of Delaware, on this 20th day of December, 2002.

ASTRAZENECA PLC
(Registrant)

By: /s/ Ann Booth-Barbarin

Ann Booth-Barbarin

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the following capacities on the 20th day of December, 2002.

Name	Title
*	Non-Executive Chairman
Percy Barnevik	
*	Executive Deputy Chairman
Hakan Mogren	
*	Chief Executive
Thomas Fulton Wilson McKillop	
*	Executive Director, Business Development
Ake Stavling	
*	Executive Director, Chief Financial Officer (Principal Financial and Accounting Officer)
Jonathan Richard Symonds	
	Non-Executive Director
Erna Moller	
*	Non-Executive Director
Marcus Wallenberg	
	Non-Executive Director
Sir Peter Leahy Bonfield	
	Non-Executive Director & Chairman of Audit Committee
Karl von der Heyden	

	Non-Executive Director
Dame Bridget Margaret Ogilvie	
*	Non-Executive Director
Jane Ellen Henney	
*	Non-Executive Director
John Buchanan	

*By: /s/ Ann Booth-Barbarin
Ann Booth-Barbarin
Attorney-in-Fact

Date: December 20, 2002

AUTHORIZED REPRESENTATIVE

/s/ Ann Booth-Barbarin
Ann Booth-Barbarin, as the duly
authorized representative of
AstraZeneca PLC in the United States

Date: December 20, 2002

The Plans. Pursuant to the requirements of the Securities Act of 1933, the Investment Committee of Zeneca Holdings Inc. has duly caused this registration statement to be signed on behalf of the AstraZeneca Savings and Security Plan and on behalf of the AstraZeneca Savings and Security Plan for Puerto Rico Employees by the undersigned, duly authorized representative, in the City of Wilmington, State of Delaware, on the 20th day of December, 2002.

ASTRAZENECA SAVINGS AND SECURITY PLAN
ASTRAZENECA SAVINGS AND SECURITY PLAN
FOR PUERTO RICO EMPLOYEES

By: /s/ Glenn M. Engelmann

Name: Glenn M. Engelmann
Title: Chair of Committee

EXHIBIT INDEX

24. Powers of Attorney