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BRITISH ENERGY PLC  
Form SC 13D/A  
October 04, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

BRITISH ENERGY PLC  
(NAME OF ISSUER)

COMMON STOCK AND AMERICAN DEPOSITORY SHARES  
(TITLE OF CLASS OF SECURITIES)

110793403  
(CUSIP NUMBER)

CARLA V. FOULKES  
BRANDES INVESTMENT PARTNERS, LLC  
11988 EL CAMINO REAL, SUITE 500  
SAN DIEGO, CA 92130  
858-755-0239  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS)

October 1, 2004  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

IF THE FILING PERSON HAS PREVIOUSLY FILED A STATEMENT ON SCHEDULE 13G TO REPORT  
THE ACQUISITION WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS FILING THIS  
SCHEDULE BECAUSE OF RULE 13D-1(E), 13D-1(F) OR 13D-1(G), CHECK THE FOLLOWING BOX  
/ /.

NOTE: SCHEDULES FILED IN PAPER FORMAT SHALL INCLUDE A SIGNED ORIGINAL AND FIVE  
COPIES OF THE SCHEDULE, INCLUDING ALL EXHIBITS. SEE RULE 13D-7 FOR OTHER PARTIES  
TO WHOM COPIES ARE TO BE SENT.

\* THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S  
INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND  
FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER  
DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED  
TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF  
1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT  
BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE  
NOTES).

SCHEDULE 13D

CUSIP NO 110793403

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Brandes Investment Partners, LLC  
33-0704072  
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(2) CHECK THE APPROPRIATE BOX IF A (A) / /  
MEMBER OF A GROUP (SEE INSTRUCTIONS) (B) / /  
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(3) SEC USE ONLY  
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(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
00  
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(5) CHECK BOX IF DISCLOSURE OF LEGAL / /  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)  
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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF SHARES (7) SOLE VOTING POWER  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH  
-----  
(8) SHARED VOTING POWER  
262,937 ADS and 17,298,649 ORD  
-----  
(9) SOLE DISPOSITIVE POWER  
-----  
(10) SHARED DISPOSITIVE POWER  
308,693 ADS and 17,298,649 ORD  
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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
308,693 ADS and 17,298,649 ORD  
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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) / /  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%  
-----

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IA  
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SCHEDULE 13D

CUSIP NO 110793403  
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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Brandes Investment Partners, Inc.  
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33-0090873

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SOLE VOTING POWER (8) SHARED VOTING POWER 262,937 ADS and 17,298,649 ORD (9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER 308,693 ADS and 17,298,649 ORD

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 308,693 ADS and 17,298,649 ORD shares are deemed to be beneficially owned by Brandes Investment Partners, Inc., as a control person of the investment adviser. Brandes Investment Partners, Inc. disclaims any direct ownership of the shares reported in this Schedule 13D, except for an amount that is substantially less than one percent of the number of shares reported herein.

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO, OO

SCHEDULE 13D

CUSIP NO 110793403

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Brandes Worldwide Holdings, L.P.  
33-0836630

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) / /  
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(3) SEC USE ONLY  
-----

(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO  
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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /  
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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SOLE VOTING POWER  
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(8) SHARED VOTING POWER  
262,937 ADS and 17,298,649 ORD  
-----  
(9) SOLE DISPOSITIVE POWER  
-----  
(10) SHARED DISPOSITIVE POWER  
308,693 ADS and 17,298,649 ORD  
-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
308,693 ADS and 17,298,649 ORD shares are deemed to be beneficially owned by Brandes Worldwide Holdings, LP as a control person of the investment adviser. Brandes Worldwide Holdings, LP disclaims any direct ownership of the shares reported in this Schedule 13D.  
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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /  
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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%  
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(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN, OO  
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SCHEDULE 13D

CUSIP NO 110793403  
-----

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Charles H. Brandes  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) / /  
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(3) SEC USE ONLY

-----  
(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
PF

-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SOLE VOTING POWER

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(8) SHARED VOTING POWER  
262,937 ADS and 17,298,649 ORD

-----  
(9) SOLE DISPOSITIVE POWER

-----  
(10) SHARED DISPOSITIVE POWER  
308,693 ADS and 17,298,649 ORD

-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
308,693 ADS and 17,298,649 ORD shares are deemed to be beneficially owned by Charles H. Brandes, a control person of the investment adviser. Mr. Brandes disclaims any direct ownership of the shares reported in this Schedule 13D, except for an amount that is substantially less than one percent of the number of shares reported herein.

-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%

-----  
(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

-----  
SCHEDULE 13D

CUSIP NO 110793403

-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Glenn R. Carlson

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /  
(B) / /

-----  
(3) SEC USE ONLY  
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(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7) SOLE VOTING POWER

(8) SHARED VOTING POWER  
262,937 ADS and 17,298,649 ORD

(9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER  
308,693 ADS and 17,298,649 ORD

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
308,693 ADS and 17,298,649 ORD shares are deemed to be beneficially owned by Glenn R. Carlson, a control person of the investment adviser. Mr. Carlson disclaims any direct ownership of the shares reported in this Schedule 13D, except for an amount that is substantially less than one percent of the number of shares reported herein.

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

SCHEDULE 13D

CUSIP NO 110793403

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Jeffrey A. Busby

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)  
PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL / /

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PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

-----  
NUMBER OF SHARES (7) SOLE VOTING POWER  
BENEFICIALLY  
OWNED BY EACH

REPORTING PERSON -----  
WITH (8) SHARED VOTING POWER  
262,937 ADS and 17,298,649 ORD

-----  
(9) SOLE DISPOSITIVE POWER

-----  
(10) SHARED DISPOSITIVE POWER  
308,693 ADS and 17,298,649 ORD

-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
308,693 ADS and 17,298,649 ORD shares are deemed to be beneficially  
owned by Jeffrey A. Busby, a control person of the investment adviser.  
Mr. Busby disclaims any direct ownership of the shares reported in  
this Schedule 13D, except for an amount that is substantially less  
than one percent of the number of shares reported herein.

-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) / /  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%

-----  
(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D, initially filed on September 7, 2004 and amended on  
September 28, 2004, relating to the ordinary shares of 44 28/43p each  
("ordinary shares") and American Depositary Shares ("ADSs"), each of  
which represents 75 ordinary shares of British Energy Plc (the  
"Issuer"), a public limited company organized under the laws of  
Britain with its principle executive offices at 3 Redwood Crescent,  
Peel Park, East Kilbride, G74 5PR, United Kingdom, is hereby amended  
and supplemented by this Amendment No. 2 to the Schedule 13D as  
follows:

ITEM 4. PURPOSE OF TRANSACTION.

On October 1, 2004, Polygon Investment Partners LLP, a limited  
liability partnership organized under the laws of the United Kingdom  
(the "UK Investment Manager"), terminated its agreements with Brandes  
Investment Partners, LLC, a Delaware limited liability company  
("Brandes"), to (1) share certain fees in connection with consultation  
with legal counsel regarding certain proceedings issued on September  
17, 2004 by Cargill Financial Markets Plc and others against Polygon  
Global Opportunities Master Fund, a company organized under the laws  
of the Cayman Islands, Polygon Investment Partners LP, a Delaware  
limited partnership, the UK Investment Manager, Brandes and others and  
(2) share certain fees payable to Innisfree M&A Incorporated in

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connection with the solicitation of votes in relation to shareholder resolutions that may be proposed at an extraordinary general meeting of the Issuer.

### ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

#### Exhibit A

DRAFT REQUISITION BY SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING OF BRITISH ENERGY PLC  
Incorporated by reference to Exhibit A of British Energy Plc Schedule 13D filed September 7, 2004

#### Exhibit B

Joint Filing Agreement Pursuant to Rule 13d-1  
Incorporated by reference to Exhibit B of British Energy Plc Schedule 13D filed September 7, 2004

#### Exhibit C

Disclaimer of Beneficial Ownership  
Incorporated by reference to Exhibit C of British Energy Plc Schedule 13D filed September 7, 2004

#### Exhibit D

Power of Attorney for Charles H. Brandes, Glenn. R. Carlson, and Jeffrey A. Busby  
Incorporated by reference to Exhibit D of British Energy Plc Schedule 13D filed September 7, 2004

#### Exhibit E

Letter from McDermott, Will & Emery, dated September 21, 2004, to Travers Smith Braithwaite  
Incorporated by reference to Exhibit E of British Energy Plc Schedule 13D filed September 30, 2004

### SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

DATED: October 4, 2004

BRANDES INVESTMENT PARTNERS, LLC

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Charles H. Brandes, President of  
Brandes Investment Partners, Inc., a Member

BRANDES INVESTMENT PARTNERS, INC.

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Charles H. Brandes, President



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BRANDES WORLDWIDE HOLDINGS, L.P.

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Charles H. Brandes, President of  
Brandes Investment Partners, Inc., its General Partner

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Charles H. Brandes, Control Person

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Glenn R. Carlson, Control Person

By: /s/ Ian N. Rose  
Adelaide Pund as Attorney-In-Fact for  
Jeffrey A. Busby, Control Person