

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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FILER

ARM HOLDINGS PLC

CIK: **1057997** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **6-K** | Act: **34** | File No.: **000-29644** | Film No.: **061001251**
SIC: **3674** Semiconductors & related devices

Mailing Address
110 FULBOURN RD
CAMBRIDGE X0 CB1 9NJ

Business Address
110 FULBOURN RD
CAMBRIDGE X0 CB1 9NJ
44 1223 400400

FORM 6-K

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 3,2006

Commission File Number: 000-29644

ARM HOLDINGS PLC

(Translation of registrant' s name into English)

110 Fulbourn Road
Cambridge CB1 4NJ
England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

ARM HOLDINGS PLC

INDEX TO EXHIBITS

Item

1. Share buyback announcement dated August 3, 2006
-

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 3, 2006

ARM HOLDINGS PLC.

By: /s/ Tim Score

Name: Tim Score

Title: Chief Financial Officer

ARM Holdings plc (the 'Company')

Transaction in Own Shares

The Company announces that on 3 August 2006 it purchased 500,000 of its ordinary shares through Morgan Stanley at a price of 113.5803 pence per share. The purchased shares will all be held as treasury shares.

Following the above purchase, the Company holds 18,167,871 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 1,369,319,757.
