

GALLAHER GROUP PLC
Form 6-K
March 31, 2004

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

For March 31, 2004

Gallaher Group Plc

(Translation of registrant's name into English)

Members Hill
Brooklands Road
Weybridge
Surrey KT13 0QU
England

(Address of principal executive offices)

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

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in the 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 _____

Edgar Filing: GALLAHER GROUP PLC - Form 6-K

□ On 29 March 2004 Gallaher Group Plc made the following contingent awards of shares to directors under a long term incentive plan, the Deferred Bonus Plan. The number of shares shown below represents the potential awards at the maximum level.

Director	Number of ordinary shares of 10p each
Nigel Dunlop	26,813
Neil England	34,857
Nigel Northridge	71,348
Mark Rolfe	39,684
Nigel Simon	37,002

In order to participate in this Plan each Director has invested in the Company's shares and is committed to retaining those shares until the end of the Performance Period, namely 31 December 2006. The maximum that a Director can invest in those shares for the purposes of this Plan is 100% of his annual bonus received in respect of the financial year ended 31 December 2003.

At the end of the Performance Period each Director will receive an award of shares. The number of shares he will receive will be a minimum of 50% of the shares invested and he can receive up to a maximum of 150% of the number of shares invested, depending on the achievement of a performance condition, over the three years commencing 1 January 2004, as set out in the Company's Annual Report and Financial Statements.□

Edgar Filing: GALLAHER GROUP PLC - Form 6-K

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
Securities and Exchange Commission
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.

Gallaher Group Plc
(Registrant)

By: /s/ Tom Keevil

Name: Tom Keevil

Title: Company Secretary

Date: March 31, 2004
