

GALLAHER GROUP PLC  
Form 6-K  
February 21, 2006

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## 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 February 21, 2006

### Gallaher Group Plc

(Translation of registrant's name into English)

Members Hill  
Brooklands Road  
Weybridge  
Surrey KT13 0QU  
England

(Address of principal executive offices)

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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).

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"Gallaher Group Plc have been advised that Barclays PLC and one or more of its affiliates, are the non-beneficial holders of 3.96% of the issued share capital of Gallaher Group Plc, a decrease from their previous holding of 4.01%."

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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  
Company Secretary and General  
Title: Counsel

Date: February 21, 2006

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