

GALLAHER GROUP PLC  
Form 6-K  
September 01, 2004

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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 August 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).

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Allotment of Shares

On 31 August 2004 Gallaher Group Plc authorised the allotment on 01 September 2004 of 646,729 new 10p ordinary shares in the Company in respect of options that have been exercised under the Company's Savings Related Share Option Schemes. The shares were allotted at the following prices:

641,587 shares at £2.34 (following maturity of the 1997 □ 7 year scheme)

639 shares at £2.97

848 shares at £3.30

697 shares at £3.50

2,408 shares at £3.67

550 shares at £5.59

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646,729 total shares

The total number of Gallaher Group Plc shares in issue now stands at: 654,496,500 shares.

Of the 641,587 shares allotted at £2.34 per share, 8,333 shares are allotted to Nigel Northridge, Chief Executive of Gallaher Group Plc following exercise of his 1997 □ 7 year option. Following this transaction, Mr Northridge has a beneficial interest in 216,896 shares.

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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/ Alyson Morris  
Name: Alyson Morris  
Title: Deputy Company Secretary

Date: August 31, 2004

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