

GALLAHER GROUP PLC
Form 6-K
January 29, 2007

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 January 29, 2007

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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Financial Services Authority

TR1 Notification of Major Interests in Shares

- | | | |
|----|--|--|
| 1. | Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached | Gallaher Group Plc |
| 2. | Reason for the notification (please tick the appropriate box or boxes) | |
| | An acquisition or disposal of voting rights | <input checked="" type="checkbox"/> |
| | An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <input type="checkbox"/> |
| | An event changing the breakdown of voting rights | <input type="checkbox"/> |
| | Other (please specify): | <input type="checkbox"/> |
| 3. | Full name of person(s) subject to the notification obligation | (1) JTI (UK) Management Ltd;
(2) Japan Tobacco Inc (the 100% shareholder in JTI (UK) Management Ltd); and
(3) The Japanese Ministry of Finance (the 50.00% shareholder in Japan Tobacco Inc.). |
| 4. | Full name of shareholder(s) (if different from 3). | JTI (UK) Management Ltd |
| 5. | Date of the transaction (and date on which the threshold is crossed or reached if different) | 23 January 2007 |
| 6. | Date on which issuer notified: | 25 January 2007 |
| 7. | Threshold(s) that is/are crossed or reached: | 6% |
| 8. | Notified details: | |
| | A. Voting Rights Attached to Shares | |

Class/type of shares if possible using the ISIN CODE	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
Ordinary Shares	36,159,250	36,159,250	43,659,238	43,659,238	43,659,238	6.645%	6.645%
ISIN CODE:	(5.503% of (5.503% of				Please see		Please see

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GB0003833695	shares)	direct voting rights)	The number of shares stated above are directly held by JTI (UK) Management Ltd only.	This is the number of voting rights attached to shares held directly by JTI (UK) Management Ltd only.	Box 9. The indirect voting rights stated above are held through controlled undertakings, being:	The percentage of direct voting rights stated above are held by JTI (UK) Management Ltd only.	Box 9. The percentage of indirect voting rights stated above are held through controlled undertakings, being:
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Class/type of shares if possible using the ISIN CODE	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction			
	Number of Shares	Number of Voting Rights	Number of shares Direct	Number of voting rights Direct Indirect		% of voting rights Direct Indirect
				(1) Japan Tobacco Inc., through its 100% wholly-owned subsidiary, JTI (UK) Management Ltd.; and	(1) Japan Tobacco Inc., through its 100% wholly-owned subsidiary, JTI (UK) Management Ltd.; and	
				(2) the Japanese Ministry of Finance, through its 50.00% holding in Japan Tobacco Inc., which in turn holds 100% of JTI (UK) Management Ltd.	(2) the Japanese Ministry of Finance, through its 50.00% holding in Japan Tobacco Inc., which in turn holds 100% of JTI (UK) Management Ltd.	

B. Financial Instruments Resulting situation after the triggering transaction

Type of financial instrument	Expiration date	Exercise/ Conversion Period/ Date	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
n/a	n/a	n/a	n/a	n/a
Total (A+B)				

Number of voting rights
43,659,238 only

% of voting rights
6.645% only

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable
- As at 23 January 2007, JTI (UK) Management Ltd holds 6.645% of the voting rights of Gallaher Group Plc (being 43,659,238 shares). As such, JTI (UK) Management Ltd has a **direct holding** of 6.645% of the voting rights in Gallaher Group Plc.
 - Japan Tobacco Inc. is a 100% shareholder of JTI (UK) Management Ltd and holds 100% of the voting rights in JTI (UK) Management Ltd. As such, Japan Tobacco Inc., through its 100% wholly-owned subsidiary JTI (UK) Management Ltd, has an **indirect holding** of 6.645% of the votings rights of Gallaher Group Plc (being the same 43,659,238 shares held by JTI (UK) Management Ltd).

3. The Japanese Ministry of Finance is a 50.00% shareholder of Japan Tobacco Inc., and holds just over 50% of the voting rights attached to shares in Japan Tobacco Inc. The Japanese Ministry of Finance, through its 50.00% holding in Japan Tobacco Inc. (which in turn through its 100% wholly-owned subsidiary JTI (UK) Management Ltd) has an **indirect holding** of 6.645% of the votings rights of Gallaher Group Plc (being the same 43,659,238 shares held by JTI (UK) Management Ltd).

Proxy Voting

10. Name of the proxy holder: n/a
11. Number of voting rights proxy holder will cease to hold: n/a
12. Date on which proxy holder will cease to hold voting rights: n/a
13. Additional information: n/a
14. Contact name: Japan Tobacco Inc. and JTI (UK) Management Ltd Kosei Oda (Legal Counsel)
Freshfields Bruckhaus Deringer, legal advisers to Japan Tobacco Inc. and JTI (UK) Management Ltd Penny MacRae (Associate)
15. Contact telephone number: +81 (3) 5572 3352 Kosei Oda (Legal Counsel for Japan Tobacco Inc.)
+44 (0) 20 7716 4251 Penny MacRae, Associate Freshfields Bruckhaus Deringer
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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/ Robin Miller
Name: Robin Miller
Title: Deputy Company Secretary

Date: January 29, 2007