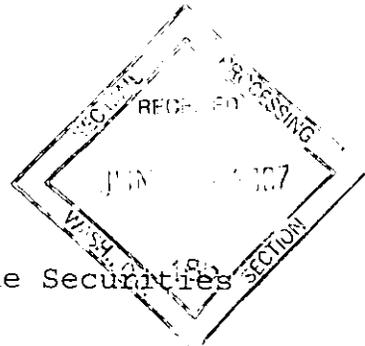




07069323

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 11-K



(Mark One)

XX Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 (No Fee Required)

For the fiscal year ended December 31, 2006

OR

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934 (No Fee Required)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file numbers 98-0101920 and 23-1099050

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

GSK Puerto Rico Retirement Savings Plan  
GlaxoSmithKline  
One Franklin Plaza (FP 2220)  
Philadelphia, PA 19101

PROCESSED  
JUL 30 2007  
B THOMSON FINANCIAL

B. Name of issuer of the securities held pursuant to the plan and address of its principal executive office:

GlaxoSmithKline plc  
980 Great West Road  
Brentford  
Middlesex  
England TW8 9GS

GlaxoSmithKline plc  
980 Great West Road  
Brentford  
Middlesex  
England TW8 9GS

SmithKline Beecham Corporation  
One Franklin Plaza  
Philadelphia, PA 19101

EXHIBITS

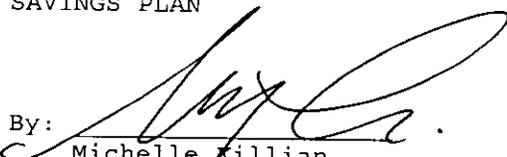
1. Written consent of PricewaterhouseCoopers L.L.P

SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

GSK PUERTO RICO RETIREMENT  
SAVINGS PLAN

Date: June 27, 2007

By: 

Michelle Killian  
Vice President,  
U.S. Benefits

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-13022) of GlaxoSmithKline p.l.c. of our report dated June 19, 2007 relating to the financial statements of GSK Puerto Rico Retirement Savings Plan, which appears in this Form 11-K.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Philadelphia, Pennsylvania  
June 21, 2007

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

---

FINANCIAL STATEMENTS  
as of and for the years ended  
December 31, 2006 and 2005  
AND SUPPLEMENTAL SCHEDULE  
as of December 31, 2006

GSK PUERTO RICO RETIREMENT SAVINGS PLAN  
INDEX OF FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE  
for the years ended December 31, 2006 and 2005

---

Report of Independent Registered Public Accounting Firm

Financial Statements:	<u>Page(s)</u>
Statements of Net Assets Available for Benefits, December 31, 2006 and 2005.....	1
Statements of Changes in Net Assets Available for Benefits, December 31, 2006 and 2005.....	2
Notes to Financial Statements .....	3-8

Supplemental Schedule:

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

## Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of  
GSK Puerto Rico Retirement Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of GSK Puerto Rico Retirement Savings Plan (the "Plan") at December 31, 2006 and 2005, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2006 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*PricewaterhouseCoopers LLP*

Philadelphia, PA  
June 19, 2007

GSK PUERTO RICO RETIREMENT SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	<u>2006</u>	<u>2005</u>
Assets:		
Cash and cash equivalents	\$ 4,208,877	\$ 3,541,211
Investments	49,474,484	44,879,480
Receivables:		
Employer contributions	60,494	72,401
Participant contributions	97,558	119,654
Dividends and interest receivable	256,851	196,915
Total receivables	414,903	388,970
Total assets	54,098,264	48,809,661
Liabilities:		
Accrued management fees	2,505	2,043
Total liabilities	2,505	2,043
Net assets available for benefits at fair value	\$ 54,095,759	\$ 48,807,618
Adjustment from fair value to contract or interest in collective trust relating to fully benefit-responsive investment contracts	136,308	152,216
Net assets available for benefits	\$ 54,232,067	\$ 48,959,834

See accompanying notes to the financial statements.

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the year ended December 31,	
	<u>2006</u>	<u>2005</u>
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 2,350,721	\$ 1,535,770
Interest	759,012	610,739
Dividends	<u>1,139,722</u>	<u>834,554</u>
	<u>4,249,455</u>	<u>2,981,063</u>
Contributions:		
Participant	5,423,038	4,801,065
Employer	<u>3,102,496</u>	<u>2,773,602</u>
	<u>8,525,534</u>	<u>7,574,667</u>
Total additions	<u>12,774,989</u>	<u>10,555,730</u>
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	7,493,190	10,212,738
Administrative expenses	<u>9,566</u>	<u>7,784</u>
Total deductions	<u>7,502,756</u>	<u>10,220,522</u>
Net increase	<u>5,272,233</u>	<u>335,208</u>
Net assets available for benefits:		
Beginning of year	<u>48,959,834</u>	<u>48,624,626</u>
End of year	<u>\$ 54,232,067</u>	<u>\$ 48,959,834</u>

See accompanying notes to the financial statements.

# GSK PUERTO RICO RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

---

### 1. Description of the Plan:

The following description of the GSK Puerto Rico Retirement Savings Plan (the "Plan"), formerly the SB Puerto Rico Retirement Savings Plan, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

#### General:

The Plan is a defined contribution plan sponsored by SB Pharmco Puerto Rico Inc. (the "Company"). The Plan was established to encourage and assist eligible Company employees to save regularly for retirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

#### Contributions:

Each year, participants may contribute up to 10% of pre-tax annual compensation and up to 10% of after-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may direct the investment of the contributions into various investment options offered by the Plan and may change those options at any time during the year.

The Company contributes matching contributions to participating employees with one year of service in an amount equal to 100% of the employee's pre-tax contribution not in excess of 4% of the employee's eligible compensation as defined by the Plan. Additionally, after completion of one year of service, the Company provides for stock ownership account contributions of 2% of eligible employee compensation, regardless of whether the employee voluntarily contributes to the Plan. The stock ownership account contribution is invested directly into GlaxoSmithKline plc American Depository Shares(ADSs).

#### Participant Accounts:

Each participant's account is credited with the participant's contributions, Company contributions and an allocation of Plan earnings and charged with an allocation of administrative expenses. The earnings of the investments are allocated daily to the individual accounts of participants. These allocations are based on each participant's relative interest in the fair value of the assets held in each fund, except for dividends and unrealized appreciation and depreciation on the ADSs of GlaxoSmithKline plc, which are allocated based upon the number of units held in the individual accounts of participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Vesting:

Participants are immediately and fully vested in their participant contributions, Company matching contributions and stock ownership account contributions, plus actual earnings thereon.

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

1. Description of the Plan, (continued):

Payment of Benefits:

Participants may withdraw their after-tax contributions and Company matching contributions made prior to July 1, 2001, during employment. Post July 1, 2001, Company matching contributions may not be withdrawn until termination of employment as defined in the Plan document.

Participants become entitled to payment of the total value of their accounts at the time of termination, retirement, disability, or death. Payment is in the form of a lump sum distribution as cash or ADSs of GlaxoSmithKline plc.

Administrative Expenses:

Certain administrative expenses, specifically management fees relating to fund oversight, are paid directly by the Plan. Certain administrative functions are performed by officers or employees of the SmithKline Beecham Corporation, doing business as GlaxoSmithKline. No such officer or employee receives compensation from the Plan. Administrative expenses for the trustee and custodian's fees are paid directly by the Company. During the years ended December 31, 2006 and 2005, the Company paid administrative expenses of \$46,922 and \$106,702, respectively, on behalf of the Plan.

2. Summary of Significant Accounting Policies:

Basis of Presentation

The accompanying financial statements have been prepared on an accrual basis of accounting.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The plan invests in investment contracts through a collective trust (Fidelity Managed Income Portfolio). As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment in

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

2. Summary of Significant Accounting Policies (continued):

the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. The fair value of GlaxoSmithKline plc ADSs are based upon quoted market prices obtained from the New York Stock Exchange. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Units of common/collective trust funds are valued at the unit value of units held by the Plan at year-end.

Purchases and sales of investments are recorded on the trade-date basis. Interest income is recognized as earned. Dividend income is recorded on the ex-dividend date.

The Plan presents in the statement of changes in net assets the net appreciation and depreciation in the fair value of its investments which includes realized gains and losses and unrealized appreciation and depreciation.

Benefits paid to Participants:

Benefits paid to participants from their accounts are recorded when paid.

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

3. Investments:

Investments held by the Plan as of December 31, 2006 and 2005 are as follows:

	2006	2005
Cash and cash equivalents	<u>\$4,208,877</u>	<u>\$3,541,211</u>
ADSs:		
GlaxoSmithKline plc*, **	21,879,888	20,459,847
Mutual funds:		
Fidelity Puritan Fund*	2,583,816	2,218,891
Fidelity Magellan Fund	-	-
Templeton Foreign Fund Class A	1,630,049	951,840
Fidelity Freedom Income Fund	230,908	182,244
Fidelity Freedom 2000 Fund	161,215	110,756
Fidelity Freedom 2010 Fund	299,104	208,752
Fidelity Freedom 2020 Fund	421,105	318,514
Fidelity Freedom 2030 Fund	182,601	111,436
Fidelity Freedom 2040 Fund	<u>387,951</u>	<u>392,188</u>
Total mutual funds	5,896,749	4,494,621
Common/collective trust funds:		
Fidelity Managed Income Portfolio *	13,562,081	13,407,994
State Street S&P 500 Flagship Fund*	6,595,682	5,509,688
State Street Russell 2000 Index Fund	<u>1,540,084</u>	<u>1,007,330</u>
Total common/collective trust funds	<u>21,697,847</u>	<u>19,925,012</u>
Investments sub-total	<u>49,474,484</u>	<u>44,879,480</u>
Total investments	<u>\$ 53,683,361</u>	<u>\$ 48,420,691</u>

\* The denoted investments represent 5% or more of the Plan's net assets.

\*\* Includes nonparticipant-directed investments (See Note 4).

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

3. Investments (continued):

During 2006 and 2005, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated/(depreciated) in value by \$2,350,721 and \$1,535,770, respectively, as follows:

	For the year ended December 31,	
	<u>2006</u>	<u>2005</u>
GlaxoSmithKline ADSs	\$ 946,426	\$ 1,231,083
Mutual funds	301,458	(30,201)
Common/ collective trust funds	<u>1,102,837</u>	<u>334,888</u>
	<u>\$ 2,350,721</u>	<u>\$ 1,535,770</u>

4. Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments from Company stock ownership account contributions is as follows:

	December 31,	
	<u>2006</u>	<u>2005</u>
<u>Net Assets:</u>		
GlaxoSmithKline ADSs	\$ 6,656,276	\$ 5,685,599

	For the year ended December 31,	
	<u>2006</u>	<u>2005</u>
<u>Changes in Net Assets:</u>		
Contributions	\$ 1,077,708	\$ 982,215
Investment Income	438,853	422,281
Benefits paid to participants	<u>(545,884)</u>	<u>(491,307)</u>
	<u>\$ 970,677</u>	<u>\$ 913,189</u>

# GSK PUERTO RICO RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

---

### 5. Related Party Transactions:

Certain Plan investments are short term investment funds and common/collective trust funds managed by State Street Bank and Trust Company. State Street Bank and Trust Company is the custodian of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The GlaxoSmithKline Stock Fund invests in American Depository Shares ("ADSs") each of which represents two ordinary shares of GlaxoSmithKline plc. In 2006, the Plan purchased GlaxoSmithKline ADSs in the amount of \$2,128,634 and sold GlaxoSmithKline ADSs in the amount of \$1,655,013. In 2005, the Plan purchased GlaxoSmithKline ADSs in the amount of \$1,698,465 and sold GlaxoSmithKline ADSs in the amount of \$4,298,862.

### 6. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the Provisions of ERISA.

### 7. Federal Income Taxes:

Effective January 17, 2001, the Plan is a profit-sharing plan intended to comply with the requirements of Section 1165(a) of the Puerto Rico Internal Revenue Code of 1994, as amended (the "PR Code"). The Plan's trust is exempt from Puerto Rico income taxation under Section 1165(a) of the PR Code. Since all Plan participants are residents of the Commonwealth of Puerto Rico, pursuant to Section 1022(i) (1) of the Employee Retirement Income Security Act of 1974, as amended, the Plan's trust is exempt from federal income taxation under Section 501(a) of the U.S. Code. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements.

### 8. Risks and Uncertainties:

The Plan invests in various investment options through a combination of mutual funds, common/collective trust funds and GlaxoSmithKline American Depository Shares (ADSs). Investment Securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

GSK PUERTO RICO RETIREMENT SAVINGS PLAN

Schedule H, line 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2006

	<u>Cost</u>	<u>Fair Value</u>
Cash Equivalents:		
State Street Bank Yield Enhanced STIF*	\$3,707,507	\$3,707,507
State Street Bank STIF*	<u>501,370</u>	<u>501,370</u>
	<u>4,208,877</u>	<u>4,208,877</u>
ADSs:		
GlaxoSmithKline plc*	\$ 16,493,533	\$ 21,879,888
Mutual funds:		
Fidelity Puritan Fund	2,395,633	2,583,816
Templeton Foreign Fund Class A	1,488,917	1,630,049
Fidelity Freedom Income Fund	225,377	230,908
Fidelity Freedom 2000 Fund	156,564	161,215
Fidelity Freedom 2010 Fund	279,722	299,104
Fidelity Freedom 2020 Fund	375,049	421,105
Fidelity Freedom 2030 Fund	165,561	182,601
Fidelity Freedom 2040 Fund	351,841	387,951
Common/collective trust funds:		
Fidelity Managed Income Portfolio	13,698,389	13,562,081
State Street S&P 500 Flagship Fund*	5,211,274	6,595,682
State Street Russell 2000 Index Fund*	<u>1,243,327</u>	<u>1,540,084</u>
	<u>42,085,187</u>	<u>49,474,484</u>
Total Investments	<u>\$46,294,064</u>	<u>\$53,683,361</u>

\* Denotes a party-in-interest

**END**