

MAGNA INTERNATIONAL INC
Form 11-K
June 29, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C., 20549

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the transition period from to

Commission file number 001-11444

THE MAGNA GROUP OF COMPANIES RETIREMENT SAVINGS PLAN
(Full title of the plan)

MAGNA INTERNATIONAL INC.

337 Magna Drive, Aurora, Ontario, Canada L4G 7K1

(Name of issuer of the securities held pursuant
to the plan and the address of its principal
executive offices)

Registrant's telephone number, including area code **(905) 726-2462**

Notices and communications from the Securities and Exchange Commission Relative to this report should be Forwarded to:

Bassem Shakeel

Assistant Secretary

Magna International Inc.

337 Magna Drive

Aurora, Ontario, Canada L4G 7K1

FINANCIAL STATEMENTS AND EXHIBIT

(a) FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

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Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are omitted because of the absence of the conditions under which such schedules are required or because such schedules have been previously submitted to the Department of Labor.

(b) EXHIBIT

Exhibit 23.1 Consent of Independent Registered Public Accounting Firm BDO Seidman, LLP

Exhibit 23.2 Consent of Independent Registered Public Accounting Firm Ernst & Young LLP

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MAGNA GROUP OF COMPANIES RETIREMENT
SAVINGS PLAN by MAGNA INTERNATIONAL INC.

in its capacity as Plan Administrator

DATE June 29, 2007

/s/ MARC NEEB
By: Marc Neeb
Title: Executive Vice-President,
Global Human Resources

/s/ PATRICK W. D. MCCANN

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By: Patrick W. D. McCann
Title: Vice-President and Controller

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The Magna Group of Companies Retirement Savings Plan
(formerly the Magna International of America 401(k) Plan)

Financial Statements and Supplemental Schedules

Years Ended December 31, 2006 and 2005

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Report of Independent Registered Public Accounting Firm

To the Pension Committee of

The Magna Group of Companies Retirement Savings Plan

We have audited the accompanying statement of net assets available for benefits of The Magna Group of Companies Retirement Savings Plan as of December 31, 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. 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 audit.

We conducted our audit 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. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Magna Group of Companies Retirement Savings Plan as of December 31, 2006, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Assets (Held at End of Year), Reportable Transactions, and Delinquent Participant Contributions as of and for the year ended December 31, 2006, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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. These supplemental schedules are the responsibility of the Plan Administrator. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements, and, in our opinion, are fairly presented in all material respects in relation to the basic financial statements taken as a whole.

The information presented in the Schedule of Reportable Transactions does not disclose the historical cost of certain sales transactions and the related gain or loss. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

/s/ BDO SEIDMAN, LLP
BDO Seidman, LLP

Grand Rapids, Michigan

June 27, 2007

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Report of Independent Registered Public Accounting Firm

To the Pension Committee of
The Magna Group of Companies Retirement Savings Plan

We have audited the accompanying statement of net assets available for benefits of The Magna Group of Companies Retirement Savings Plan (formerly the Magna International of America 401(k) Plan) as of December 31, 2005 and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. 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 audit.

We conducted our audit 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. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005, and changes in its net assets available for benefits for the year then ended, in conformity with U.S. generally accepted accounting principles.

/s/ ERNST & YOUNG LLP
Ernst & Young LLP

Chicago, Illinois
July 6, 2006 [except as to note 2 - Adoption of New Accounting Standard and
Note 7, which are as at June 28, 2007]

The Magna Group of Companies

Retirement Savings Plan

Statements of Net Assets Available for Benefits

As of December 31,	2006	2005
Assets		
Investments, at fair value		
Guaranteed Interest Contracts	\$ 12,627,856	\$ 18,383,009
Guaranteed Fixed Income Option (Notes 2 & 8)	60,515,855	51,743,665
Pooled Separate Accounts	369,585,348	271,289,218
Mutual Funds	99,253,663	84,887,459
Participant Notes Receivable	20,136,260	17,803,278
Employer Securities (Note 4)	191,406,589	194,480,814
Life Insurance Policies	54,562	49,195
Total Investments	753,580,133	638,636,638
Contributions Receivable		
Employer	21,135,042	20,961,853
Participants	1,428,805	1,163,585
Total Contributions Receivable	22,563,847	22,125,438
Total Assets	776,143,980	660,762,076
Accrued Liabilities		210,000
Net assets reflecting all investments at fair value	776,143,980	660,552,076
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 2)	4,001,569	3,584,686
Net Assets Available for Benefits	\$ 780,145,549	\$ 664,136,762

See accompanying notes to financial statements.

The Magna Group of Companies

Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

Years ended December 31,	2006	2005
Additions		
Investment income:		
Interest and dividends	\$ 6,284,898	\$ 4,874,255
Net appreciation in fair value of investments <i>(Note 3)</i>	76,720,606	31,899,529
Contributions:		
Employer	33,758,131	32,515,454
Participants	50,406,676	47,814,304
Total Additions	167,170,311	