

NOTO LUCIO A  
 Form 4  
 April 28, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Noto, Lucio A.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>120 Park Avenue</b></p> <hr/> <p>(Street)  <b>NY, NY 10017</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Altria Group, Inc. (MO)</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>04/24/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	04/24/2003		A		1,690 (1)	A	\$32.545	12,807 (2)	D	
Common Stock							\$	602	I (3)	By Daughter
Common Stock							\$	15,808	I (3)	By Wife

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Transaction	5. Number of	6. Date Exercisable (D)	7. Title and Amount (D)	8. Price of	9. Number of Derivative	10. Owner
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		and Expiration Date(ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr.5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	ship Form of Derivative Security Direct or Indirect (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares			
<b>Phantom Stock Units</b>	<b>1-for-1</b>								<b>N/A</b>	<b>Common Stock</b>		<b>\$</b>	<b>10,526</b>	<b>D</b>

Explanation of Responses:

1. Restricted deferred stock awarded under the 2000 Compensation Plan for Non-Employee Directors.
2. Includes (i) 1,690 restricted deferred shares awarded pursuant to the 2000 Stock Compensation Plan for Non-Employee Directors, (ii) 6,237 shares held by reporting person, (iii) 2,203 shares held jointly with spouse, (iv) 1,072 shares held in an IRA, and (v) 1,605 deferred share equivalents held in the 2000 Stock Compensation Plan for Non-Employee Directors.
3. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**By:**  
/s/ G. Penn Holsenbeck for Lucio Noto

**Date:**  
04/28/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
 \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.