

ALTRIA GROUP INC
Form 4
September 14, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG DAVID I

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP INC [MO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
120 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Chief Compliance Off.

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price					
Common Stock	09/12/2005		M		\$ 26,080	A	95,014	D		
Common Stock	09/12/2005		F		\$ 20,855	D	72.685	74,159	D	
Common Stock	09/12/2005		M		\$ 26,620	A	\$ 49.04	100,779	D	
Common Stock	09/12/2005		F		\$ 22,244	D	\$ 72.685	78,535 ⁽¹⁾	D	
Common Stock								8,418 ⁽²⁾	I	DPS

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 43.875	09/12/2005		M			26,080	06/24/1998	06/22/2007	Common Stock	26,080
Option (Right to Buy)	\$ 49.04	09/12/2005		M			26,620	01/31/2003	06/12/2011	Common Stock	26,620
Option (Right to Buy)	\$ 72.685	09/12/2005		A			20,855	03/12/2006	06/22/2007	Common Stock	20,855
Option (Right to Buy)	\$ 72.685	09/12/2005		A			22,244	03/12/2006	06/12/2011	Common Stock	22,244

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG DAVID I 120 PARK AVENUE NEW YORK, NY 10017			SVP and Chief Compliance Off.	

Signatures

G. Penn Holsenbeck for David I Greenberg
09/14/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 33,790 shares of Restricted Stock and 12,120 shares held jointly with spouse.

(2) Shares held in the Altria Deferred Profit Sharing Plan as of August 31, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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