

ALTRIA GROUP, INC.
Form 4
April 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
SZYMANCZYK MICHAEL E

(Last) (First) (Middle)
6601 WEST BROAD STREET
(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2008		J	V	65,868 (1)	A	\$ 0
					510,932	(2)	D

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)

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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 Securities (Instr. 3 and 4)	8. F. Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 11.7895 ₍₃₎	05/16/2001 ₍₃₎		J	V	0		11/16/2001	01/26/2010	Common Stock	6,757
Option (Right to Buy)	\$ 10.8484 ₍₃₎	11/20/2001 ₍₃₎		J	V	0		05/20/2002	01/26/2010	Common Stock	23,982
Option (Right to Buy)	\$ 12.4291 ₍₃₎	05/20/2002 ₍₃₎		J	V	0		11/20/2002	01/26/2010	Common Stock	42,930
Option (Right to Buy)	\$ 12.4541 ₍₃₎	02/10/2004 ₍₃₎		J	V	0		08/10/2004	06/23/2008	Common Stock	80,671
Option (Right to Buy)	\$ 11.1784 ₍₃₎	08/30/2004 ₍₃₎		J	V	0		02/28/2005	06/29/2009	Common Stock	39,452
Option (Right to Buy)	\$ 14.8734 ₍₃₎	05/02/2005 ₍₃₎		J	V	0		11/02/2005	06/29/2009	Common Stock	44,868
Option (Right to Buy)	\$ 14.8734 ₍₃₎	05/02/2005 ₍₃₎		J	V	0		11/02/2005	06/29/2009	Common Stock	82,675
Option (Right to Buy)	\$ 16.9047 ₍₃₎	11/10/2005 ₍₃₎		J	V	0		05/10/2006	06/29/2009	Common Stock	68,337
Option (Right to Buy)	\$ 16.9047 ₍₃₎	11/10/2005 ₍₃₎		J	V	0		05/10/2006	01/31/2011	Common Stock	38,373
Option (Right to Buy)	\$ 16.1639 ₍₃₎	05/15/2006 ₍₃₎		J	V	0		11/15/2006	01/31/2011	Common Stock	138,166
Options (Right to Buy)	\$ 16.1639 ₍₃₎	05/15/2006 ₍₃₎		J	V	0		11/15/2006	06/12/2011	Common Stock	54,837

Option (Right to Buy)	\$ 18.4228 (3)	08/15/2006 ⁽³⁾	J	V	0	02/15/2007	06/12/2011	Common Stock	40,844
Option (Right to Buy)	\$ 19.3594 (3)	02/23/2007 ⁽³⁾	J	V	0	03/30/2007	06/12/2011	Common Stock	49,022

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman and CEO	

Signatures

Sean X. McKessey for Michael E. Szymanczyk	04/01/2008
__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).

- Adjustment to deferred stock awarded on January 30, 2008 in accordance with the terms of the 2005 Performance Incentive Plan and
- (1) Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. in connection with the spin-off of Philip Morris International Inc. from Altria Group, Inc. on March 28, 2008.
 - (2) Includes 90,650 shares of Restricted Stock, 128,102 shares of Deferred Stock and 900 shares held in an I.R.A.
 - (3) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Philip Morris International Inc. from Altria Group, Inc. on March 28, 2008.

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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