

Barrington Martin J.
Form 4
November 03, 2009

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 *
Barrington Martin J.

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)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2009

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & Chief Compl., Admin.Off.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2009		M		9,431	A	\$ 10.8484
Common Stock	10/30/2009		F		7,220	D	\$ 18.255
Common Stock	10/30/2009		M		16,477	A	\$ 12.4495
Common Stock	10/30/2009		F		13,449	D	\$ 18.255

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

