

ALTRIA GROUP, INC.  
Form 8-K  
February 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 24, 2011

**ALTRIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

1-8940  
(Commission  
File Number)

13-3260245  
(I.R.S. Employer  
Identification No.)

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**6601 West Broad Street, Richmond, Virginia**  
(Address of principal executive offices)

**23230**  
(Zip Code)

**Registrant's telephone number, including area code: (804) 274-2200**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As previously reported in the Current Report on Form 8-K filed by Altria Group, Inc. (the Company ) on November 3, 2010, Robert E. R. Huntley has notified the Company of his decision to retire from service on its Board of Directors following the completion of his current term. Consequently, Mr. Huntley will not stand for re-election to the Board at the 2011 Annual Meeting of Shareholders scheduled to be held on May 19, 2011.

In connection with Mr. Huntley's impending retirement, on February 24, 2011, the Board amended Article II, Section 2 of the Company's Amended and Restated By-Laws in order to decrease the size of the Board from ten (10) to nine (9) directors, effective May 19, 2011.

The Amended and Restated By-Laws are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 9.01. Exhibits.**

(d) Exhibits

3.1 Amended and Restated By-Laws of Altria Group, Inc., effective May 19, 2011.

**SIGNATURES**

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

ALTRIA GROUP, INC.

By: /s/ W. HILDEBRANDT SURGNER, JR.

Name: **W. Hildebrandt Surgner, Jr.**

Title: **Corporate Secretary and Senior Assistant General Counsel**

DATE: February 25, 2011

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 3.1                    | Amended and Restated By-Laws of Altria Group, Inc., effective May 19, 2011. |