

REED JOHN S
Form 4
November 02, 2007

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 *
REED JOHN S

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)
10/31/2007

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

NEW YORK, NY 10017

(City) (State) (Zip)

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

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 | 10/31/2007 | | A | | 2,126 (1) | A | (2) 67,649 (3) D |

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

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SEC 1474
(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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units | (4) | 10/31/2007 | | A | 1,856 (5) | (6) (6) | Common Stock | 1,856 (7) |
| Phantom Stock Units | (4) | 10/31/2007 | | A | 117 (8) | (6) (6) | Common Stock | 117 \$ 72 (9) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REED JOHN S 120 PARK AVENUE NEW YORK, NY 10017 | | X | | |

Signatures

G. Penn Holsenbeck for John S.
Reed
Date: 11/02/2007

**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) Shares acquired through the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Shares valued pursuant to the terms of the 2005 Stock Compensation Plan for Non-Employee Directors.
- (3) Includes 10,301 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account, including 104 shares acquired through the reinvestment of dividends since September 28, 2007, the date of the last reportable transaction.
- (4) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (5) Units acquired through the Altria 1992 Compensation Plan for Non-Employee Directors.
- (6) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (7) Units valued pursuant to the terms of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (8) These units were acquired on October 31, 2007 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

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- (9) The average of the high and low price of Altria Group, Inc. common stock on October 31, 2007.
- (10) Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors, including 83 share equivalents acquired through the reinvestment of dividends since September 28, 2007, the date of the last reportable transaction.

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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