

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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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 *
SMITH WALTER V

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 10017

(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
X Officer (give title below) _____ Other (specify below)

Vice President, Taxes

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/28/2008 | | J V | (A) or (D) Price 14,383 (1) A \$ 0 | 45,242 (2) | D | |
| Common Stock | | | | | 272 | I (3) | By Daughter |
| Common Stock | | | | | 7,453 (4) | I | DPS |
| Common Stock | | | | | 629 (5) | I | KTP |

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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option (Right to Buy) | \$ 9.1039 (6) | 06/29/1999(6) | | J | V 0 | 06/29/2000 06/29/2009 | Common Stock 14,750 | \$ |
| Option (Right to Buy) | \$ 4.8578 (6) | 01/26/2000(6) | | J | V 0 | 01/26/2001 01/26/2010 | Common Stock 10,770 | \$ |
| Option (Right to Buy) | \$ 10.0996 (6) | 01/31/2001(6) | | J | V 0 | 01/31/2002 01/31/2011 | Common Stock 11,720 | \$ |
| Option (Right to Buy) | \$ 11.1613 (6) | 06/12/2001(6) | | J | V 0 | 06/12/2002 06/12/2011 | Common Stock 9,550 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH WALTER V 6601 WEST BROAD STREET RICHMOND, VA 10017 | | | Vice President, Taxes | |

Signatures

Sean X. McKessy for Walter V. Smith

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 4,050 shares of Restricted Stock and 27,519 shares of Deferred Stock.

(3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) Shares held on the Altria Deferred Profit Sharing Plan as of February 29, 2008.

(5) Share equivalents held in the Kraft Thrift Plan as of February 29, 2008.

(6) 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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