## Edgar Filing: ALTRIA GROUP, INC. - Form 4

ALTRIA GR	OUP, INC.										
Form 4											
May 23, 2011											
FORM	Л							OMB A	PPROVAL		
	UNITEDS	TATES SECUR Was	ITIES Al hington,			NGE (	COMMISSION	OMB Number:	3235-0287		
	Check this box							Expires:	January 31,		
if no longe subject to	STATEM	<b>STATEMENT OF CHANGES IN BENEF</b>					<b>NERSHIP OF</b>		Estimated average		
Section 16			SECUR	ECURITIES				burden hours per			
Form 4 or								response 0.5			
Form 5 obligation	~ <b>^</b>	uant to Section 16									
may contin		) of the Public Ut	•	•				n			
<i>See</i> Instruction 1(b).		30(h) of the Inv	vestment	Company	/ Act	of 19	40				
(Print or Type R	esponses)										
BAILEY ELIZABETH E Symbol			r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
		ALTRIA	A GROUP	P, INC. [I	MOJ		(Chec	k all applicable	e)		
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction							
		(Month/D	•				X_ Director		o Owner		
6601 WEST	BROAD STREE	T 05/19/20	)11				Officer (give below)	below)	er (specify		
(Street) 4. If Am			endment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/Year)				Applicable Line)				
RICHMONI	D, VA 23230						_X_ Form filed by C Form filed by M Person	One Reporting Pe More than One Re			
(City)	(State) (Z	Zip) Tabl		• • •							
(;)	(	Table	e I - Non-Do			ties Ac	quired, Disposed of	i, or Beneficial	lly Owned		
1.Title of	2. Transaction Date		TransactionAcquired (A) or Code Disposed of (D)				Securities	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any									
(		(Month/Day/Year)				•	ndirect (I)	Ownership			
								(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
					or	р.	(Instr. 3 and 4)				
Common			Code V	Amount	(D)	Price					
Stock	05/19/2011		А	5,375 (1)	Α	\$0	72,135 (2)	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securitie: Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, re s	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(3)</u>	05/19/2011		J	0 (4)	(5)	(5)	Common Stock	0	\$ 0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>					
	Director	10% Owner	Officer	Other	
BAILEY ELIZABETH E 6601 WEST BROAD STREET RICHMOND, VA 23230	Х				
Signatures					
W. Hildebrandt Surgner, Jr. for l Bailey	E.	05/23/2011			
**Signature of Reporting Pers		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) Deferred stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- Includes 56,218 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 4,881 shares acquired through the reinvestment of dividends since May 20, 2010, the date of the last reportable transaction.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (5) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 1,503 share equivalents acquired through the reinvestment of dividends since May 20, 2010, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.