

ALTRIA GROUP, INC.

Form 4

April 03, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRELL THOMAS F II

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock				(A) or (D)	34,046 ⁽¹⁾	D	

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

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information contained in this form are not
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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 Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	03/30/2012		A		406 (3)		(4)	(4)	Common Stock	406	\$ 30.8

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FARRELL THOMAS F II 6601 WEST BROAD STREET RICHMOND, VA 23230	X

Signatures

W. Hildebrandt Surgner, Jr. for Thomas F.
Farrell II 04/03/2012

__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) Includes 31,546 deferred shares held in the Stock Compensation Plan for Non-Employee Directors. This is an increase of 441 shares, reflecting the acquisition of shares through the reinvestment of dividends since December 30, 2011, the date of the last reportable transaction.

(2) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.

(3) These units were acquired on March 30, 2012 pursuant to the Deferred Fee Plan for Non-Employee Directors.

(4) 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.

(5) The average of the high and low price of Altria Group, Inc. common stock on March 30, 2012.

(6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the March 30, 2012 acquisition of 406 share equivalents under the Deferred Fee Plan for Non-Employee Directors and 196 share equivalents acquired through the reinvestment of dividends since December 30, 2011, 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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