ALTRIA GROUP, INC.

Form 4

February 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

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OMB APPROVAL

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nelson John R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALTRIA GROUP, INC. [MO]

(Check all applicable)

(Last)

Stock

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

10% Owner

02/11/2015

X_ Officer (give title below) **EVP & Chief Technology Officer**

Director

Other (specify

6601 WEST BROAD STREET

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

RICHMOND, VA 23230

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(2)

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A)			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Couc v	Amount	(D)				
Common	02/11/2015		F	15,991	D	\$ 54.315	408,257 <u>(3)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

(1)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative	6. Date Exerc Expiration D (Month/Day/	ate	7. Titl Amou Under Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security			Securities Acquired			(Instr.	. 3 and 4)		Owne Follo
	Security			(A) or						Repo
				Disposed of (D)						Trans (Instr
				(Instr. 3,						(IIISU
				4, and 5)						
								Amount		
					Date Exercisable	Expiration Date	Title	or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nelson John R.

6601 WEST BROAD STREET EVP & Chief Technology Officer

RICHMOND, VA 23230

Signatures

W. Hildebrandt Surgner, Jr. for John R. 02/13/2015 Nelson

**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 withheld to satisfy taxes on the vesting of Restricted Stock.
- (2) The average of the high and low price of Altria Group, Inc. common stock on February 11, 2015.
- (3) Includes 16,960 Restricted Stock Units and 54,090 shares of Restricted Stock.

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.

Reporting Owners 2