McQUADE KATHRYN B.

Form 4

March 05, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * McQUADE KATHRYN B.

2. Issuer Name and Ticker or Trading Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2018

X_ Director 10% Owner

(Check all applicable)

Other (specify Officer (give title below)

6601 WEST BROAD STREET

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23230

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

26,722 (1) D

Common Stock

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)

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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. Transact Code (Instr. 8)	Secu Secu Acq or D of (I	vative prities uired (A) pisposed D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	and	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	03/01/2018		J	0 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	0	\$
Phantom Stock Units	<u>(2)</u>	03/01/2018		I		1,703 (6)	<u>(4)</u>	<u>(4)</u>	Common Stock	1,703	\$ 63 <u>(7</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
McQUADE KATHRYN B. 6601 WEST BROAD STREET RICHMOND, VA 23230	X						

Signatures

W. Hildebrandt Surgner, Jr. for Kathryn B.
McQuade
03/05/2018

**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 23,638 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 648 shares acquired through the reinvestment of dividends since May 18, 2017, 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) No share equivalents acquired or disposed.
- (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.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 203 share equivalents acquired (5) through the reinvestment of dividends and 1 share equivalent as a result of the accumulation of fractional shares since May 18, 2017, the date of the last reportable transaction.
- On February 5, 2018, the reporting person provided her irrevocable consent to transfer a portion of her Altria share equivalents into an alternative investment account in the Deferred Fee Plan for Non-Employee Directors. The shares were transferred effective March 1, 2018 pursuant to the Deferred Fee Plan.

Reporting Owners 2

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- (7) The average high and low price of Altria Group, Inc. common stock on February 28, 2018.
- (8) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors.

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.