

DEROMEDI ROGER K
Form 4
February 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
DEROMEDI ROGER K

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
120 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, Kraft Foods Inc.

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	02/11/2005		F		23,842 D \$ 66.395	98,819	D
Common Stock	02/11/2005		F		27,300 D \$ 66.395	71,519	D
Common Stock	02/11/2005		M		36,190 A \$ 39.7188	107,709	D
Common Stock	02/11/2005		M		62,500 A \$ 40	170,209	D
Common Stock	02/11/2005		M		31,250 A \$ 40	201,459	D

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Common Stock	02/11/2005	M	31,340	A	\$ 43.875	232,799	D
Common Stock	02/11/2005	M	35,638	A	\$ 44.375	268,437	D
Common Stock	02/11/2005	F	25,933	D	\$ 66.395	242,504	D
Common Stock	02/11/2005	F	44,972	D	\$ 66.395	197,532	D
Common Stock	02/11/2005	F	22,486	D	\$ 66.395	175,046	D
Common Stock	02/14/2005	M	31,263	A	\$ 47.03	206,309	D
Common Stock	02/14/2005	S	38,727	D	\$ 66.056	167,582	D

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

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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 Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 39.7188	02/11/2005		M			36,190	06/23/1999 06/23/2008	Common Stock 36,190
Option (Right to Buy)	\$ 40	02/11/2005		M			62,500	06/29/2000 06/29/2009	Common Stock 62,500
Option (Right to Buy)	\$ 40	02/11/2005		M			31,250	06/29/2004 06/29/2009	Common Stock 31,250
Option (Right to Buy)	\$ 43.875	02/11/2005		M			31,340	06/24/1998 06/22/2007	Common Stock 31,340

