

DEROMEDI ROGER K
Form 4
February 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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

Edgar Filing: DEROMEDI ROGER K - Form 4

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.

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.

SEC 1474
(9-02)

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)	Date Exercisable	Expiration Date	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

Edgar Filing: DEROMEDI ROGER K - Form 4

Option (Right to Buy)	\$ 44.375	02/11/2005	M	35,638	01/31/2002	01/31/2011	Common Stock	35,638
Option (Right to Buy)	\$ 47.03	02/14/2005	M	31,263	02/11/2005	06/24/2005	Common Stock	31,263
Option (Right to Buy)	\$ 66.395	02/11/2005	A	27,394	08/11/2005	06/23/2008	Common Stock	27,394
Option (Right to Buy)	\$ 66.395	02/11/2005	A	47,469	08/11/2005	06/29/2009	Common Stock	47,469
Option (Right to Buy)	\$ 66.395	02/11/2005	A	23,735	08/11/2005	06/29/2009	Common Stock	23,735
Option (Right to Buy)	\$ 66.395	02/11/2005	A	24,911	08/11/2005	06/22/2007	Common Stock	24,911
Option (Right to Buy)	\$ 66.395	02/11/2005	A	28,488	08/11/2005	01/31/2011	Common Stock	28,488

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEROMEDI ROGER K 120 PARK AVENUE NEW YORK, NY 10017			CEO, Kraft Foods Inc.	

Signatures

G. Penn Holsenbeck for Roger K. Deromedi	02/15/2005
**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).

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.