

ALTRIA GROUP INC

Form 4

March 07, 2005

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURPHY KENNETH F

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Human Res.and Admin.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/03/2005		M		1,909	A	\$ 39.7188	85,950	D
Common Stock	03/03/2005		F		1,416	D	\$ 65.77	84,534	D
Common Stock	03/03/2005		M		20,000	A	\$ 40	104,534	D
Common Stock	03/03/2005		F		14,880	D	\$ 65.77	89,654	D
Common Stock	03/03/2005		M		4,000	A	\$ 40	93,654	D

Edgar Filing: ALTRIA GROUP INC - Form 4

Common Stock	03/03/2005	F	2,977	D	\$ 65.77	90,677	D	
Common Stock	03/03/2005	M	3,262	A	\$ 44.375	93,939	D	
Common Stock	03/03/2005	F	2,569	D	\$ 65.77	91,370	D	
Common Stock	03/04/2005	S	1,118	D	\$ 66.14	90,252 ⁽¹⁾	D	
Common Stock						619 ⁽²⁾	I	DPS

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	03/03/2005		M		1,909		06/23/1999	06/23/2008	Common Stock	1,909
Option (Right to Buy)	\$ 40	03/03/2005		M		20,000		06/29/2000	06/29/2009	Common Stock	20,000
Option (Right to Buy)	\$ 40	03/03/2005		M		4,000		06/29/2002	06/29/2009	Common Stock	4,000
Option (Right to Buy)	\$ 44.375	03/03/2005		M		3,262		01/31/2002	01/31/2011	Common Stock	3,262
Option (Right to Buy)	\$ 65.77	03/03/2005		A		1,492		09/03/2005	06/23/2008	Common Stock	1,492
Option	\$ 65.77	03/03/2005		A		15,660		09/03/2005	06/29/2009	Common	15,660

(Right to Buy)									Stock	
Option (Right to Buy)	\$ 65.77	03/03/2005	A	3,133	09/03/2005	06/29/2009	Common Stock	3,1		
Option (Right to Buy)	\$ 65.77	03/03/2005	A	2,675	09/03/2005	01/31/2011	Common Stock	2,6		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY KENNETH F 120 PARK AVENUE NEW YORK, NY 10017			SVP, Human Res.and Admin.	

Signatures

G. Penn Holsenbeck for Kenneth F. Murphy
03/07/2005

__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).
- (1) Includes 65,650 shares of Restricted Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan as of February 28, 2005.

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.