#### ALTRIA GROUP INC

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

Form 4

March 07, 2005

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURPHY KENNETH F			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALTRIA GROUP INC [MO]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
120 PARK AVENUE			03/03/2005	X Officer (give title Other (specify below)			
				SVP, Human Res.and Admin.			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10017			Filed(Month/Day/Year)	Applicable Line) _X_ 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 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 Beneficial Ownership

(Instr. 3)	(	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and 5	5)	Beneficially Owned Following	Form: Direct (D) or Indirect	E
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
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	

(Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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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.

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SEC 1474

(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Option (Right to Buy)	\$ 39.7188	03/03/2005		M		1,909	06/23/1999	06/23/2008	Common Stock	1,9
Option (Right to Buy)	\$ 40	03/03/2005		M		20,000	06/29/2000	06/29/2009	Common Stock	20,0
Option (Right to Buy)	\$ 40	03/03/2005		M		4,000	06/29/2002	06/29/2009	Common Stock	4,0
Option (Right to Buy)	\$ 44.375	03/03/2005		M		3,262	01/31/2002	01/31/2011	Common Stock	3,2
Option (Right to Buy)	\$ 65.77	03/03/2005		A	1,492		09/03/2005	06/23/2008	Common Stock	1,4
Option	\$ 65.77	03/03/2005		A	15,660		09/03/2005	06/29/2009	Common	15,6

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(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.

Reporting Owners 3