

ALTRIA GROUP INC
Form 4
March 07, 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 *
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
 Officer (give title below) _____ Other (specify below)
SVP, Human Res.and Admin.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Common Stock	03/03/2005		F		1,416	D	\$ 65.77
Common Stock	03/03/2005		M		20,000	A	\$ 40
Common Stock	03/03/2005		F		14,880	D	\$ 65.77
Common Stock	03/03/2005		M		4,000	A	\$ 40
Common Stock	03/03/2005		M		4,000	A	\$ 40

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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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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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
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

