

SMITH WALTER V

Form 4

April 20, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH WALTER V

(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)
03/30/2007

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 ____ Other (specify
below) below)

Vice President, Taxes

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)
Common Stock	03/30/2007 ⁽¹⁾		J V	Amount 1,716 <u>(1)</u>	(A) or (D) A \$ 0	26,262 ⁽²⁾	D
Common Stock					269	I ⁽³⁾	By Daughter
Common Stock					7,145 ⁽⁴⁾	I	DPS
Common Stock					630 ⁽⁵⁾	I	KTP

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

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(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 Securities (Instr. 3 and 4)		8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 32.9277 (6)	06/24/1997(6)		J	V 0	06/24/1998	06/22/2007	Common Stock	11,970	\$
Option (Right to Buy)	\$ 29.8085 (6)	06/23/1998(6)		J	V 0	06/23/1999	06/23/2008	Common Stock	14,480	\$
Option (Right to Buy)	\$ 30.0196 (6)	06/29/1999(6)		J	V 0	06/29/2000	06/29/2009	Common Stock	14,750	\$
Option (Right to Buy)	\$ 16.0183 (6)	01/26/2000(6)		J	V 0	01/26/2001	01/26/2010	Common Stock	10,770	\$
Option (Right to Buy)	\$ 33.303 (6)	01/31/2001(6)		J	V 0	01/31/2002	01/31/2011	Common Stock	11,720	\$
Option (Right to Buy)	\$ 36.804 (6)	06/12/2001(6)		J	V 0	06/12/2002	06/12/2011	Common Stock	9,550	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH WALTER V 120 PARK AVENUE	Vice President, Taxes

NEW YORK, NY 10017

Signatures

G. Penn Holsenbeck for Walter V.
Smith

04/20/2007

__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) Reflects the adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 8,890 shares of Restricted Stock and 6,876 shares of Deferred Stock.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Shares held in the Altria Deferred Profit Sharing Plan as of March 31, 2007.
- (5) Share equivalents held in the Kraft Thrift Plan as of March 31, 2007.
- (6) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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