

ALTRIA GROUP, INC.
Form 4
April 25, 2007

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 *
PARRISH STEVEN C

(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
 Officer (give title below) _____ Other (specify below)
SVP, Corporate Affairs

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/30/2007 ⁽¹⁾ | | J | V 7,613 <u>(1)</u> | A \$ 0 | 290,102 ⁽²⁾ | D |
| Common Stock | | | | | | 2,000 | I ⁽³⁾ By Son |
| Common Stock | | | | | | 2,000 | I ⁽³⁾ By Daughter |
| Common Stock | | | | | | 347,655 | I By Family Trust |
| Common Stock | | | | | | 4,460 | I ⁽⁴⁾ DPS |

Edgar Filing: ALTRIA GROUP, INC. - Form 4

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 Securities (Instr. 3 and 4) | 8. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 32.9277 <u>(5)</u> | 06/24/1997 ⁽⁵⁾ | | J | V 0 | 06/24/1998 06/22/2007 | | Common Stock | 109,500 |
| Option (Right to Buy) | \$ 34.6088 <u>(5)</u> | 11/29/2001 ⁽⁵⁾ | | J | V 0 | 05/29/2002 01/26/2010 | | Common Stock | 12,117 |
| Option (Right to Buy) | \$ 49.9639 <u>(5)</u> | 02/07/2005 ⁽⁵⁾ | | J | V 0 | 08/07/2005 01/26/2010 | | Common Stock | 164,909 |
| Option (Right to Buy) | \$ 56.8207 <u>(5)</u> | 12/27/2005 ⁽⁵⁾ | | J | V 0 | 06/27/2006 06/23/2008 | | Common Stock | 96,973 |
| Option (Right to Buy) | \$ 56.8207 <u>(5)</u> | 12/27/2005 ⁽⁵⁾ | | J | V 0 | 06/27/2006 06/29/2009 | | Common Stock | 110,840 |
| Option (Right to Buy) | \$ 56.8207 <u>(5)</u> | 12/27/2005 ⁽⁵⁾ | | J | V 0 | 06/27/2006 06/29/2009 | | Common Stock | 28,956 |
| Option (Right to Buy) | \$ 56.8207 <u>(5)</u> | 12/27/2005 ⁽⁵⁾ | | J | V 0 | 06/27/2006 01/26/2010 | | Common Stock | 32,426 |
| Option (Right to Buy) | \$ 65.18 <u>(5)</u> | 03/12/2007 ⁽⁵⁾ | | J | V 0 | 03/30/2007 06/29/2009 | | Common Stock | 77,220 |
| | | 03/12/2007 ⁽⁵⁾ | | J | V 0 | 03/30/2007 01/31/2011 | | | 134,820 |

| | | | | | | | | | |
|-----------------------------|------------------------|---------------------------|---|---|---|------------|------------|-----------------|---------|
| Option (Right to Buy) | \$ 65.18 <u>(5)</u> | | | | | | | Common Stock | |
| Option (Right to Buy) | \$ 65.18 <u>(5)</u> | 03/12/2007 ⁽⁵⁾ | J | V | 0 | 03/30/2007 | 06/12/2011 | Common Stock | 114,374 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARRISH STEVEN C 120 PARK AVENUE NEW YORK, NY 10017 | | | SVP, Corporate Affairs | |

Signatures

G. Penn Holsenbeck for Steven C.
Parrish

04/25/2007

**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 116,550 shares of Restricted Stock and 30,513 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) 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. 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.