

ALTRIA GROUP, INC.
Form 4
April 01, 2008

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 *
SZYMANCZYK MICHAEL E

(Last) (First) (Middle)
6601 WEST BROAD STREET
(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2008

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code V	Amount (D) Price			
Common Stock	03/28/2008		J V	65,868 (1) A \$ 0	510,932 (2)	D	

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)

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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. Der. Sec. (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 11.7895 ₍₃₎	05/16/2001 ₍₃₎		J	V	0		11/16/2001	01/26/2010	Common Stock	6,757
Option (Right to Buy)	\$ 10.8484 ₍₃₎	11/20/2001 ₍₃₎		J	V	0		05/20/2002	01/26/2010	Common Stock	23,982
Option (Right to Buy)	\$ 12.4291 ₍₃₎	05/20/2002 ₍₃₎		J	V	0		11/20/2002	01/26/2010	Common Stock	42,930
Option (Right to Buy)	\$ 12.4541 ₍₃₎	02/10/2004 ₍₃₎		J	V	0		08/10/2004	06/23/2008	Common Stock	80,671
Option (Right to Buy)	\$ 11.1784 ₍₃₎	08/30/2004 ₍₃₎		J	V	0		02/28/2005	06/29/2009	Common Stock	39,452
Option (Right to Buy)	\$ 14.8734 ₍₃₎	05/02/2005 ₍₃₎		J	V	0		11/02/2005	06/29/2009	Common Stock	44,868
Option (Right to Buy)	\$ 14.8734 ₍₃₎	05/02/2005 ₍₃₎		J	V	0		11/02/2005	06/29/2009	Common Stock	82,675
Option (Right to Buy)	\$ 16.9047 ₍₃₎	11/10/2005 ₍₃₎		J	V	0		05/10/2006	06/29/2009	Common Stock	68,337
Option (Right to Buy)	\$ 16.9047 ₍₃₎	11/10/2005 ₍₃₎		J	V	0		05/10/2006	01/31/2011	Common Stock	38,373
Option (Right to Buy)	\$ 16.1639 ₍₃₎	05/15/2006 ₍₃₎		J	V	0		11/15/2006	01/31/2011	Common Stock	138,166
Options (Right to Buy)	\$ 16.1639 ₍₃₎	05/15/2006 ₍₃₎		J	V	0		11/15/2006	06/12/2011	Common Stock	54,837

