

Beran David R.
Form 4
November 04, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beran David R.

(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)

11/02/2009

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 below) ____ Other (specify below)

Executive Vice President & CFO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2009		M		12,888	A	\$ 10.5776
Common Stock	11/02/2009		F		7,495	D	\$ 18.19
Common Stock	11/02/2009		M		41,181	A	\$ 10.4228
Common Stock	11/02/2009		F		23,597	D	\$ 18.19
Common Stock	11/02/2009		M		29,871	A	\$ 12.4985
							378,109
							370,614
							411,795
							388,198
							418,069

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Common Stock	11/02/2009	F	20,525	D	\$ 18.19	397,544	D	
Common Stock	11/02/2009	M	5,843	A	\$ 15.0931	403,387	D	
Common Stock	11/02/2009	F	4,849	D	\$ 18.19	398,538	D	
Common Stock	11/02/2009	M	28,286	A	\$ 15.0931	426,824	D	
Common Stock	11/02/2009	F	23,471	D	\$ 18.19	403,353 ⁽¹⁾	D	
Common Stock						65,345	I ⁽²⁾	DPS

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 10.5776	11/02/2009		M	12,888	08/08/2001 01/26/2010	Common Stock 12,888
Option (Right to Buy)	\$ 10.4228	11/02/2009		M	41,181	02/22/2002 01/26/2010	Common Stock 41,181
Option (Right to Buy)	\$ 12.4985	11/02/2009		M	29,871	08/11/2004 01/31/2011	Common Stock 29,871
Option (Right to Buy)	\$ 15.0931	11/02/2009		M	5,843	11/09/2005 01/31/2011	Common Stock 5,843
	\$ 15.0931	11/02/2009		M	28,286	11/09/2005 06/12/2011	28,286

Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beran David R. 6601 WEST BROAD STREET RICHMOND, VA 23230			Executive Vice President & CFO	

Signatures

W. Hildebrandt Surgner, Jr. for David R.
Beran

11/04/2009

__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 100,900 shares of Restricted Stock and 77,298 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan.

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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