ALTRIA GROUP, INC.

Form 4 April 30, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NOTO LUCIO A

2. Issuer Name and Ticker or Trading Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Stock

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

04/26/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

below)

NEW YORK, NY 10017

120 PARK AVENUE

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities Form: Direct Indirect Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 1,715 \$ 04/26/2007 36,989 ⁽²⁾ D Α (1)70.01 Stock Common $I^{(3)}$ 17,085 By Wife

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exer	cisable and	7. Title and A	Amount of	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivativ	
Security	or Exercise		any	Code	of		(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Deri	vativ	e				(Instr. 5)
	Derivative				Seci	ırities					
	Security				Acq	uired					
					(A)	or					
					Disp	osed					
					of (I	D)					
					(Ins	r. 3,					
					4, aı	nd 5)					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title	Number	
				Code V	V (A)	(D)		Buie		of Shares	
Phantom											
	4.0	0.4/0.6/0.007			57		(6)	(6)	Common	20.120	\$ 70.01
Stock	<u>(4)</u>	04/26/2007		A	(5)		(6)	(6)	Stock	20,138	(7)
Units					<u> </u>				Stock		<u> </u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
NOTO LUCIO A 120 PARK AVENUE NEW YORK, NY 10017	X						

Signatures

G. Penn Holsenbeck for Lucio A. Noto

04/30/2007

**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) Deferred stock awarded under the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 11,864 deferred shares held under the 2005 Stock Compensation Plan for Non-Employee Directors, including an increase of 123 shares acquired through the reinvestment of dividends since March 30, 2007, the date of the last reportable transaction.
- (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) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (5) These units were acquired on April 26, 2007 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (6) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (7) The average of the high and low price of Altria Group, Inc. common stock on April 26, 2007.
- (8) Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes an increase of 243 share equivalents since March 30, 2007, the date of the last reportable transaction.

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

Reporting Owners 2

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