ALTRIA GROUP, INC.

Form 4 May 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FARRELL THOMAS F II

2. Issuer Name and Ticker or Trading Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/20/2010

X_ Director 10% Owner

Officer (give title Other (specify below)

6601 WEST BROAD STREET

(Street)

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

RICHMOND, VA 23230

(City)

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

(D) Price

Code V Amount

Common 05/20/2010 Stock

7,183 A \$0 (1)

25,870 (2)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transact		5. Nun of	nber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)	
				Code \	√ ·	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	05/20/2010		A		838 (4)		<u>(5)</u>	(5)	Common Stock	838	\$ 20.88 (6)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FARRELL THOMAS F II

6601 WEST BROAD STREET X

RICHMOND, VA 23230

Signatures

W. Hildebrandt Surgner, Jr. for Thomas F. Farrell II

05/24/2010

**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 Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 23,370 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 268 shares acquired through the reinvestment of dividends since March 31, 2010, the date of the last reportable transaction.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) These units were acquired on May 20, 2010 pursuant to the Deferred Fee Plan for Non-Employee Directors.
- (5) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (6) The average of the high and low price of Altria Group, Inc. common stock on May 20, 2010.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the May 20, 2010 acquisition of 838 share equivalents under the Deferred Fee Plan for Non-Employee Directors, 124 share equivalents acquired through the reinvestment of dividends and 1 share equivalent as a result of the accumulation of fractional shares since March 31, 2010, 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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