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ALTRIA GROUP INC

Form 4

March 04, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

 Name and Address of Reporting Person John D. Nichols
 120 Park Avenue

NY, New York 10017

- 2. Issuer Name and Ticker or Trading Symbol Altria Group, Inc. (MO)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 2/28/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below)
- 7. 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-Deri	vative	Securit	ies <i>I</i>	Acquire	d, Disposed of	ī, or	Bene	ficially	y Owned
1. Title of Security	Trans- action 	- Exec- n ution 	Trar acti 	ns o: ion 	ecurities Acquer Disposed of	(D)	/		Securities Beneficially Owned Following
Common Stock		1		1 1			1		18956 1
Common Stock									1200
Common Stock		 							1200
Common Stock	 	 					 		12800

2.Con-	13.	3A.	4.	5.Number	of De	6.Date Exer 7	.Title and Amount	8.P
version	Trans-	Deemed	Trans-	rivativ	e Secu	cisable and	of Underlying	of
or Exer	action	1	action	rities	Acqui	Expiration	Securities	vat
cise		Execu-	1	red(A)	or Dis	Date(Month/		Sec
Price of		ution		posed o	f(D)	Day/Year)		rit
Deriva-		1	1	I		Date Expir		
v o c	ersion r Exer ise rice of	ersion Trans- r Exer action ise rice of	ersion Trans- Deemed r Exer action ise Execurice of ution	ersion Trans- Deemed Trans- r Exer action action ise Execu- rice of ution	ersion Trans- Deemed Trans- rivativ r Exer action action rities ise Execu- red(A) rice of ution posed o	ersion Trans- Deemed Trans- rivative Secur Exer action action rities Acquiise Execu- red(A) or Disrice of ution posed of(D)	ersion Trans- Deemed Trans- rivative Secu cisable and r Exer action action rities Acqui Expiration ise Execu- red(A) or Dis Date(Month/ rice of ution posed of(D) Day/Year)	rice of ution posed of (D) Day/Year)

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

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	tive	1					A	/ Exer-	- atior	1 Tit	le and Number	
	Secu-	(Month	ı/ (Mont)	n			D	cisa-	- Date	of	Shares	1
	rity	Day/	/Day/	Code	e V	Amount		ble		1		
	I	Year)	Year)		1 1		1		1	I		
Phantom S	Stock 1-for-1	12/28/	21			115 3			- N / Δ	Commor	n Stock 115	\$38
Units	·							•		•	•	4

Explanation of Responses:

- 1. Includes i) 7,725 shares held directly, ii) 10,500 shares held in a self-directed Retirement Account and iii) 731 deferred share equivalents held in the 2000 Stock Compensation Plan for Non-Employee Directors as of February 28, 2003. This is a decreas
- e of 14 share equivalents since January 31, 2003, resulting from share fluctuations in the 2000 Stock Compensation Plan for Non-Employee Directors.
- 2. The reporting person disclaims beneficial ownership of these secutities, 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.
- 3. These units were acquired on February 28, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- 4. The average of the high and low price of Altria Group, Inc. Common Stock on February 28, 2003.
- 5. This is a decrease of 4 share equivalents since January 31, 2003. The total includes share equivalents acquired and fluctuations in the calculation of values of share equivalents under the deferred fee program of the Altria 1992 Compensation Plan for

Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

John D. Nichols

G. Penn Holsenbeck for John D. Nichols