



# Edgar Filing: ALTRIA GROUP INC - Form 4

Active Security	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	V	Amount	A/ D	Exer- cisa- ble	ation Date	Title and Number of Shares		
Phantom Stock Units	1-for-1	2/28/ 2 003	A		115 3	A		N/A	Common Stock	115	\$38 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 decrease 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 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.

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