ALTRIA GROUP, INC.

Form 4

November 02, 2006

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

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

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ALTRIA GROUP, INC. [MO]

(Check all applicable)

(Last)

120 PARK AVENUE

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

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

10/31/2006

below) 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

I (2)

Person

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

NEW YORK, NY 10017

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

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

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

(A) or

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

(City)

1.Title of

Security

(Instr. 3)

34,514 (1) D

Common Stock

By Wife

(9-02)

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

(Month/Day/Year)

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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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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title and A | | |
|---------------------------|------------------------------------|---------------------|------------------|------------|---|--------------------------|--------------------|----------------------------|--|---------------------|
| Derivative Security | Conversion or Exercise | (Month/Day/Year) | any | Code | onNumber of | Expiration D (Month/Day/ | | Underlying S (Instr. 3 and | | Derivative Security |
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | (Instr. 5) |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | (3) | 10/31/2006 | | A | 80 (4) | (5) | <u>(5)</u> | Common Stock | 80 | \$ 81.7 <u>(6</u> |

Reporting Owners

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

Signatures

G. Penn Holsenbeck for Lucio A.
Noto

**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 9,930 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- 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) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units were acquired on October 31, 2006 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (6) The average of the high and low price of Altria Group, Inc. common stock on October 31, 2006.
- Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes (7) an increase of 290 share equivalents acquired under the deferred fee program since September 29, 2006, the date holdings were last reported.

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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