ALTRIA GROUP, INC.

Form 4 April 23, 2007

FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SZYMANCZYK MICHAEL E Issuer Symbol ALTRIA GROUP, INC. [MO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 6601 WEST BROAD STREET 03/30/2007 below) Chairman and CEO, PM USA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

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 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common 8,374 03/30/2007(1) \$0 431,376 (2) D Stock

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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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|-----|-----|---|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 38.8754 (3) | 05/16/2001(3) | | J | V | 0 | | 11/16/2001 | 01/26/2010 | Common Stock | 6,757 |
| Option (Right to Buy) | \$ 35.7721 (3) | 11/20/2001(3) | | J | V | 0 | | 05/20/2002 | 01/26/2010 | Common Stock | 23,982 |
| Option (Right to Buy) | \$ 40.9843 (3) | 05/20/2002(3) | | J | V | 0 | | 11/20/2002 | 01/26/2010 | Common Stock | 42,930 |
| Option (Right to Buy) | \$ 41.0668 (3) | 02/10/2004(3) | | J | V | 0 | | 08/10/2004 | 06/23/2008 | Common Stock | 80,671 |
| Option (Right to Buy) | \$ 36.8603 | 08/30/2004(3) | | J | V | 0 | | 02/28/2005 | 06/29/2009 | Common Stock | 39,452 |
| Option (Right to Buy) | \$ 49.0445 (3) | 05/02/2005(3) | | J | V | 0 | | 11/02/2005 | 06/29/2009 | Common Stock | 44,868 |
| Option (Right to Buy) | \$ 49.0445 (3) | 05/02/2005(3) | | J | V | 0 | | 11/02/2002 | 06/29/2009 | Common Stock | 82,675 |
| Option (Right to Buy) | \$ 55.7426 (3) | 11/10/2005(3) | | J | V | 0 | | 05/10/2006 | 06/29/2009 | Common Stock | 68,337 |
| Option (Right to Buy) | \$ 55.7426 (3) | 11/10/2005(3) | | J | V | 0 | | 05/10/2006 | 01/31/2011 | Common Stock | 38,373 |
| Option (Right to Buy) | \$ 53.2998 (3) | 05/15/2006(3) | | J | V | 0 | | 11/15/2006 | 01/31/2011 | Common Stock | 138,166 |
| Options (Right to Buy) | \$ 53.2998 (3) | 05/15/2006(3) | | J | V | 0 | | 11/15/2006 | 06/12/2011 | Common Stock | 54,837 |

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| Option (Right to Buy) | \$ 60.7484 | 08/15/2006 <u>(3)</u> | J | V | 0 | 02/15/2007 | 06/12/2011 | Common Stock | 40,844 |
|-----------------------------|-------------------|-----------------------|---|---|---|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 63.8367 (3) | 02/23/2007(3) | J | V | 0 | 03/30/2007 | 06/12/2011 | Common Stock | 49,022 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET RICHMOND, VA 23230

Chairman and CEO, PM USA

Signatures

G. Penn Holsenbeck for Michael E. Szymanczyk 04/23/2007

**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) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 126,150 shares of Restricted Stock, 33,564 shares of Deferred Stock and 900 shares held in an I.R.A.
- (3) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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