ALTRIA GROUP, INC.

Form 4

November 02, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

> January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BROWN HAROLD**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALTRIA GROUP, INC. [MO]

(Check all applicable)

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

(Month/Day/Year)

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

10/31/2007 below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

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

NEW YORK, NY 10017

(State)

120 PARK AVENUE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

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

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

Reported Transaction(s)

or (Instr. 3 and 4)

(A)

Code V Amount (D) Price

Common 1,277 10/31/2007 6,886 ⁽³⁾ D A A <u>(2)</u> (1) Stock

Common 12,000 Ι By Trust Stock

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D So (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(4)</u>	10/31/2007		A	8,626 (5)		<u>(6)</u>	<u>(6)</u>	Common Stock	8,626	
Phantom Stock Units	<u>(4)</u>	10/31/2007		M		1,574	<u>(6)</u>	<u>(6)</u>	Common Stock	1,574	5

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BROWN HAROLD 120 PARK AVENUE NEW YORK, NY 10017	X						

Signatures

G. Penn Holsenbeck for Harold Brown

11/02/2007

**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) Shares acquired through the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Shares valued pursuant to the terms of the 2005 Stock Compensation Plan for Non-Employee Directors.
- Deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- Phantom Stock Units convert to common stock on a 1-for-1 basis.
- Units acquired through the Altria 1992 Compensation Plan for Non-Employee Directors.
- These units are being settled in cash pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee **(6)** directors.
- Units valued pursuant to terms of the Altria 1992 Compensation Plan for Non-Employee Directors.
- The average of the high and low price of Altria Group, Inc. common stock on October 31, 2007.
- (9) Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

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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