ALTRIA GROUP, INC.

Form 4 April 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

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

obligations

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **MUNOZ GEORGE**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

(Check all applicable)

03/31/2008

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Indirect

Beneficial

Ownership

(Instr. 4)

(9-02)

Person

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

below)

NEW YORK, NY 10017

120 PARK AVENUE

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

6,672 (1) D

Common Stock

(City)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price

Derivative	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transactionof		Expiration Date		Underlying Securities		Derivativ	
Security				Code	Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Secur	ities					(Instr. 5)
	Derivative				Acqui	ired					
	Security				(A) or	ſ					
					Dispo	sed					
					of (D))					
					(Instr.	3, 4,					
					and 5)					
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
				coue ,	(2 1)	(D)	Exercisable	Date	Title	or	
							Excreisable	Bute		Number	
										of	
										Shares	
										Situres	
Phantom					120				C		¢ 22 01
Stock	<u>(2)</u>	03/31/2008		A	438		(4)	(4)	Common	0	\$ 22.83
Ilmita					(3)		_	_	Stock		(5)

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer de la companya de la compan	Director	10% Owner	Officer	Other				
MUNOZ GEORGE 120 PARK AVENUE NEW YORK, NY 10017	X							

3. Transaction Date 3A. Deemed

Signatures

1. Title of 2.

Units

Sean X. McKessy for George Munoz

04/02/2008

**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 5,672 deferred shares held in the Stock Compensation Plan for Non-Employee Directors. This is an increase of 63 shares acquired through the reinvestment of dividends since December 31, 2007, the date of the last reportable transaction.
- (2) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (3) These units were acquired on March 31, 2008 pursuant to the Deferred Fee Plan of for Non-Employee Directors.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (5) The average of the high and low price of Altria Group, Inc. on March 31, 2008.
- Share equivalents held in the Deferred Fee Plan of for Non-Employee Directors. This includes an increase of 458 share equivalents (6) acquired since December 31, 2007, the date of the last reportable transaction. The total reflects 438 share equivalents acquired under the Deferred Fee Plan and 20 share equivalents acquired through the reinvestment of dividends.

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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