ALTRIA GROUP, INC.

Form 4

November 12, 2009

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

OMB

Check this box if no longer subject to

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

3235-0287 Number: January 31, Expires: 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAILEY ELIZABETH E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALTRIA GROUP, INC. [MO]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director

(Month/Day/Year)

10% Owner _Other (specify Officer (give title

6601 WEST BROAD STREET

(Street)

11/09/2009

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

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

Person

below)

RICHMOND, VA 23230

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership I Form: E Direct (D) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/09/2009		M	9,639	A	\$ 5.0285	59,457	D		
Common Stock	11/09/2009		M	2,400	A	\$ 11.4254	61,857	D		
Common Stock	11/09/2009		M	2,295	A	\$ 12.478	64,152	D		
Common Stock	11/09/2009		S	14,334	D	\$ 18.88	52,384 (1)	D		

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 (9-02)

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

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. Transactio Code (Instr. 8)	Secu Acqu or Do of (E	vative urities uired (A) isposed (D) r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities I (Instr. 3 and 4) S	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(2)</u>	11/09/2009		J	0 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	0
Option (Right to Buy)	\$ 5.0285	11/09/2009		M		9,639	10/27/2000	04/27/2010	Common Stock	9,639
Option (Right to Buy)	\$ 11.4254	11/09/2009		M		2,400	10/26/2001	04/26/2011	Common Stock	2,400
Option (Right to Buy)	\$ 12.478	11/09/2009		M		2,295	10/25/2002	04/25/2012	Common Stock	2,295

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
X						
		Director 10% Owner	Director 10% Owner Officer			

Signatures

W. Hildebrandt Surgner, Jr. for Elizabeth E.
Bailey

11/12/2009

**Signature of Reporting Person Date

Reporting Owners 2

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 36,467 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 2,566 shares acquired through the reinvestment of dividends since May 19, 2009, the date of the last reportable transaction.
- (2) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (3) No share equivalents acquired or disposed.
- (4) The distribution of phantom stock units in cash is deferred until a specific date as elected by the participant or upon termination of service as a member of the issuer's board of directors.
- (5) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 858 share equivalents acquired through the reinvestment of dividends since May 19, 2009, the date of the last reportable transaction.

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.