

Edgar Filing: ALTRIA GROUP INC - Form 4

[illegible]

Explanation of Responses:

1. Includes 34,688 shares in a self-directed IRA/Keogh Account and 1,690 restricted deferred share equivalents.

2. These units were acquired on April 30, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

3. The average of the high and low price of Altria Group, Inc. Common Stock on April 30, 2003.

4. This is a decrease of 30 share equivalents since March 31, 2003, the date deferred compensation was last reported to the SEC. The total includes share equivalents acquired, reinvestment of dividends and fluctuations in the value of share equivalents u

nder the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

John S. Reed

G. Penn Holsenbeck for John S. Reed