

ALTRIA GROUP, INC.
Form 4
May 30, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/28/2008 | | A | V 6,263 (1) | (A) or (D) \$ 22.355 | 37,462 (2) | D |

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 Derivative 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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units | <u>(3)</u> | 05/28/2008 | | J | 0 <u>(4)</u> | <u>(5)</u> <u>(5)</u> | Common Stock | 0 |
| Option (Right to Buy) | \$ 5.0285 <u>(7)</u> | 04/27/2000 <u>(7)</u> | | J | V 0 | 10/27/2000 04/27/2010 | Common Stock | 9,639 |
| Option (Right to Buy) | \$ 11.4254 <u>(7)</u> | 04/26/2001 <u>(7)</u> | | J | V 0 | 10/26/2001 04/26/2011 | Common Stock | 2,400 |
| Option (Right to Buy) | \$ 12.478 <u>(7)</u> | 04/25/2002 <u>(7)</u> | | J | V 0 | 10/25/2002 04/25/2012 | Common Stock | 2,295 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAILEY ELIZABETH E 6601 WEST BROAD STREET RICHMOND, VA 23230 | | | X | |

Signatures

G. Penn Holsenbeck for Elizabeth E. Bailey 05/30/2008

 **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) Deferred stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 21,545 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 1,143 shares acquired through the reinvestment of dividends since April 26, 2007, the date of the last reportable transaction.

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- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 1,445 share equivalents acquired through the reinvestment of dividends since April 26, 2007, the date of the last reportable transaction.
- (7) 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 Philip Morris International Inc. on March 28, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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