

ALTRIA GROUP, INC.
Form 4
April 01, 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 *
CAMILLERI LOUIS C

(Last) (First) (Middle)
120 PARK AVENUE
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2008

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)
Chairman and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2008		J		330,280 (1)	D	\$ 0
					753,664	(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy)	\$ 9.0399 (3)	03/28/2008(3)		J	V	171,100		06/23/1999	06/23/2008	Common Stock	171,100
Option (Right to Buy)	\$ 9.1039 (3)	03/28/2008(3)		J	V	193,750		06/29/2000	06/29/2009	Common Stock	193,750
Option (Right to Buy)	\$ 9.1039 (3)	03/28/2008(3)		J	V	193,750		06/29/2002	06/29/2009	Common Stock	193,750
Option (Right to Buy)	\$ 4.8578 (3)	03/28/2008(3)		J	V	200,000		01/26/2001	01/26/2010	Common Stock	200,000
Option (Right to Buy)	\$ 10.0996 (3)	03/28/2008(3)		J	V	253,530		01/31/2002	01/31/2011	Common Stock	253,530
Option (Right to Buy)	\$ 11.1613 (3)	03/28/2008(3)		J	V	229,410		01/31/2003	06/12/2011	Common Stock	229,410
Option (Right to Buy)	\$ 14.7938 (3)	03/28/2008(3)		J	V	300,000		02/27/2005	02/27/2012	Common Stock	300,000
Option (Right to Buy)	\$ 11.9784 (3)	03/28/2008(3)		J	V	300,000		02/27/2003	02/27/2012	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMILLERI LOUIS C 120 PARK AVENUE NEW YORK, NY 10017	X		Chairman and CEO	

Signatures

Kathleen S. Lampe for Louis C.
Camilleri

04/01/2008

__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) Reflects the cancellation of deferred stock awarded on January 30, 2008 in accordance with the terms of the 2005 Performance Incentive Plan and Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. This grant was cancelled in connection with the spin-off of Philip Morris International Inc. from Altria Group, Inc. on March 28, 2008 and replaced with an award of deferred stock of equivalent value of Philip Morris International Inc.
- (2) Includes 371,900 shares of Restricted Stock and 152,527 shares of Deferred Stock.
- (3) Adjustment to deferred stock awarded on January 30, 2008 in accordance with the terms of the 2005 Performance Incentive Plan and Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. in connection with the spin-off of Philip Morris International Inc. from Altria Group, 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. 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.