

ALTRIA GROUP INC
Form 4
March 07, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MURPHY KENNETH F

(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)
03/03/2005

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)
SVP, Human Res.and Admin.

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2005		M		1,909	A	\$ 39.7188	85,950	D	
Common Stock	03/03/2005		F		1,416	D	\$ 65.77	84,534	D	
Common Stock	03/03/2005		M		20,000	A	\$ 40	104,534	D	
Common Stock	03/03/2005		F		14,880	D	\$ 65.77	89,654	D	
Common Stock	03/03/2005		M		4,000	A	\$ 40	93,654	D	

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Common Stock	03/03/2005	F	2,977	D	\$ 65.77	90,677	D	
Common Stock	03/03/2005	M	3,262	A	\$ 44.375	93,939	D	
Common Stock	03/03/2005	F	2,569	D	\$ 65.77	91,370	D	
Common Stock	03/04/2005	S	1,118	D	\$ 66.14	90,252 ⁽¹⁾	D	
Common Stock						619 ⁽²⁾	I	DPS

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

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SEC 1474
(9-02)

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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 39.7188	03/03/2005		M	1,909	06/23/1999 06/23/2008	Common Stock	1,909	
Option (Right to Buy)	\$ 40	03/03/2005		M	20,000	06/29/2000 06/29/2009	Common Stock	20,000	
Option (Right to Buy)	\$ 40	03/03/2005		M	4,000	06/29/2002 06/29/2009	Common Stock	4,000	
Option (Right to Buy)	\$ 44.375	03/03/2005		M	3,262	01/31/2002 01/31/2011	Common Stock	3,262	
Option (Right to Buy)	\$ 65.77	03/03/2005		A	1,492	09/03/2005 06/23/2008	Common Stock	1,492	
Option	\$ 65.77	03/03/2005		A	15,660	09/03/2005 06/29/2009	Common	15,660	

(Right to Buy)								Stock	
Option (Right to Buy)	\$ 65.77	03/03/2005	A	3,133	09/03/2005	06/29/2009	Common Stock		3,1
Option (Right to Buy)	\$ 65.77	03/03/2005	A	2,675	09/03/2005	01/31/2011	Common Stock		2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY KENNETH F 120 PARK AVENUE NEW YORK, NY 10017			SVP, Human Res.and Admin.	

Signatures

G. Penn Holsenbeck for Kenneth F. Murphy
 03/07/2005
**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 65,650 shares of Restricted Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan as of February 28, 2005.

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.