ALTRIA GROUP INC

Form 4

August 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * HELU CARLOS SLIM			2. Issuer Name and Ticker or Trading Symbol ALTRIA GROUP INC [MO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)
120 PARK AW	'ENUE		(Month/Day/Year) 08/17/2005	X_ Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
NEW YORK,	NY 10017		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	ve Sec	urities Acqu	ired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/17/2005		M	9,639	A	\$ 22.0938	21,328	D	
Common Stock	08/17/2005		M	2,400	A	\$ 50.2	23,728	D	
Common Stock	08/17/2005		M	2,295	A	\$ 54.825	26,023 (1)	D	
Common Stock							4,161,000	I (2)	Inmobiliaria Carso, S.A. de C.V.

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. Transactio Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date eccurities (Month/Day/Year) equired a) or isposed of b) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 22.0938	08/17/2005		M	9,639	10/27/2000	04/27/2010	Common Stock	9,639	2
Option (Right to Buy)	\$ 50.2	08/17/2005		M	2,400	10/26/2001	04/26/2011	Common Stock	2,400	
Option (Right to Buy)	\$ 54.825	08/17/2005		M	2,295	10/25/2002	04/25/2012	Common Stock	2,295	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HELU CARLOS SLIM 120 PARK AVENUE NEW YORK, NY 10017	X						

Signatures

G. Penn Holsenbeck for Carlos Slim 08/19/2005

**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).

Reporting Owners 2

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- (1) Total includes 6,894 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors as of July 31, 2005. This is an increase of 129 shares acquired through the reinvestment of dividends.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.