ALTRIA GROUP, INC.

Form 4

January 03, 2007

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

REED JOHN S

Symbol ALTRIA GROUP, INC. [MO]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

X_ Director 10% Owner Officer (give title Other (specify

120 PARK AVENUE

12/29/2006

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

63,478 (1) D

Common Stock

(Instr. 3)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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	2. 3. Transaction Date 3A. De			4.		5. Number 6. Date Exer			7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		Transaction of Expiration Date		Underlying Securities		Derivativ		
Security	or Exercise		any	Code	Dei	ivativ	e (Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Sec	urities	S				(Instr. 5)
	Derivative				Aco	uired					
	Security				(A)	or					
	-				Dis	oosed					
					of (D)					
						tr. 3, 4	4.				
					and		,				
						-,					
				Code V	V (A) (D	D) Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Phantom					1.1	c			Common		¢ 05 01
Stock	(2)	12/29/2006		A	11		(4)	(4)	Common	116	\$ 85.97
Unita	_	12,2,72000		• •	(3		_	_	Stock	110	(5)

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
REED JOHN S								
120 PARK AVENUE	X							

Signatures

NEW YORK, NY 10017

Units

G. Penn Holsenbeck for John S.

Reed 01/03/2007

**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 6,129 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account.
- (2) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (3) These units were acquired on December 29, 2006 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (5) The average of the high and low price of Altria Group, Inc. common stock on December 29, 2006.
- Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes an increase of 116 share equivalents acquired under the deferred fee program since December 15, 2006, the date of the last reportable transaction.

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.

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