ALTRIA GROUP, INC.

Form 4

February 07, 2007

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

OMB

Check this box

3235-0287 Number:

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005 Estimated average

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

burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SZYMANCZYK MICHAEL E Issuer Symbol ALTRIA GROUP, INC. [MO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 6601 WEST BROAD STREET 02/05/2007 below) Chairman and CEO, PM USA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

RICHMOND, VA 23230

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price \$ Common F 02/05/2007 D 15.994 D 86.675 407,693 (2) Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: ALTRIA GROUP, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.		6. Date Exerc	Exercisable and 7		le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	on Date A		ınt of	Derivative	
Security	or Exercise		any	Code of		(Month/Day/	Month/Day/Year)		rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Securities		(Instr. 5)	
	Derivative				Secu	ırities			(Instr. 3 and 4)		
	Security				Acquired						
	Ĭ				(A) c	(A) or					
					Disposed of (D)						
					(Instr. 3,						
					`	4, and 5)					
					, ,						
										Amount	
								Expiration	Title	or	
								Date		Number	
								Dute		of	
				Code	V (A)	(D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET RICHMOND, VA 23230

Chairman and CEO, PM USA

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# **Signatures**

G. Penn Holsenbeck for Michael E. Szymanczyk 02/07/2007

\*\*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) The average of the high and low price of Altria Group, Inc. common stock on February 5, 2007.
- (2) Includes 126,150 shares of Restricted Stock, 25,190 shares of Deferred Stock, and 900 shares held in an IRA.

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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