DEROMEDI ROGER K

Form 4

February 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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

1(b).

Common

Common

Stock

Stock

02/11/2005

02/11/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * DEROMEDI ROGER K			2. Issuer Name and Ticker or Trading Symbol ALTRIA GROUP INC [MO]					5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle) 3	3. Date of Earliest Transaction				(Check all applicable)			
120 PARK AVENUE			(Month/Day/Year) 02/11/2005					Director 10% Owner _X Officer (give title Other (specify below) CEO, Kraft Foods Inc.		
	(Street)	4	. If Amendr	nent, l	Date Origi	nal	6.	6. Individual or Joint/Group Filing(Check		
		F	Filed(Month/I	Day/Ye	ear)			Applicable Line) _X_Form filed by One Reporting Person		
NEW YORK, NY 10017								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I	Non	-Derivati	e Secu	rities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		eate, if Tra Co /Year) (In		iomr Dispo (Instr. 3	osed of , 4 and (A) or		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)
Common Stock	02/11/2005		F		23,842		\$ 66.395	98,819	D	
Common Stock	02/11/2005		F	•	27,300	D	\$ 66.395	71,519	D	
Common Stock	02/11/2005		Ν	Í	36,190	Α	\$ 39.7188	107,709	D	

M

M

62,500

31,250 A

\$40

\$40

170,209

201,459

D

D

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Common Stock	02/11/2005	M	31,340	A	\$ 43.875	232,799	D
Common Stock	02/11/2005	M	35,638	A	\$ 44.375	268,437	D
Common Stock	02/11/2005	F	25,933	D	\$ 66.395	242,504	D
Common Stock	02/11/2005	F	44,972	D	\$ 66.395	197,532	D
Common Stock	02/11/2005	F	22,486	D	\$ 66.395	175,046	D
Common Stock	02/14/2005	M	31,263	A	\$ 47.03	206,309	D
Common Stock	02/14/2005	S	38,727	D	\$ 66.056	167,582	D

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

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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)	ransactionDerivative ode Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Option (Right to Buy)	\$ 39.7188	02/11/2005		M		36,190	06/23/1999	06/23/2008	Common Stock	36,1
Option (Right to Buy)	\$ 40	02/11/2005		M		62,500	06/29/2000	06/29/2009	Common Stock	62,5
Option (Right to Buy)	\$ 40	02/11/2005		M		31,250	06/29/2004	06/29/2009	Common Stock	31,2
Option (Right to Buy)	\$ 43.875	02/11/2005		M		31,340	06/24/1998	06/22/2007	Common Stock	31,3

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Option (Right to Buy)	\$ 44.375	02/11/2005	M		35,638	01/31/2002	01/31/2011	Common Stock	35,6
Option (Right to Buy)	\$ 47.03	02/14/2005	M		31,263	02/11/2005	06/24/2005	Common Stock	31,2
Option (Right to Buy)	\$ 66.395	02/11/2005	A	27,394		08/11/2005	06/23/2008	Common Stock	27,3
Option (Right to Buy)	\$ 66.395	02/11/2005	A	47,469		08/11/2005	06/29/2009	Common Stock	47,4
Option (Right to Buy)	\$ 66.395	02/11/2005	A	23,735		08/11/2005	06/29/2009	Common Stock	23,7
Option (Right to Buy)	\$ 66.395	02/11/2005	A	24,911		08/11/2005	06/22/2007	Common Stock	24,9
Option (Right to Buy)	\$ 66.395	02/11/2005	A	28,488		08/11/2005	01/31/2011	Common Stock	28,4

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
DEROMEDI ROGER K							
120 PARK AVENUE			CEO, Kraft Foods Inc.				

Signatures

NEW YORK, NY 10017

G. Penn Holsenbeck for Roger K.
Deromedi 02/15/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).