Edgar Filing: ALTRIA GROUP, INC. - Form 4

ALTRIA GR	OUP, INC.									
Form 4	0									
April 02, 201								OMB A	PPROVAL	
FORM	UNITEI) STATES		ITIES AN hington, 1			COMMISSION		3235-0287	
if no long subject to Section 16	Check this box if no longer STATEMENT OF CHANCES IN BENEFICIAL OWNERSHIP OF						Expires: January 31, 2005 Estimated average burden hours per			
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pu	7(a) of the	Public Uti	ility Hold	ing Com		ge Act of 1934, f 1935 or Sectio 40	response	0.5	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> FARRELL THOMAS F II			2. Issuer Name and Ticker or Trading Symbol ALTRIA GROUP, INC. [MO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Cnec	eck all applicable)		
6601 WEST BROAD STREET			(Month/Day/Year) 03/31/2010				_X_Director10% Owner Officer (give titleOther (specify below)below)			
				If Amendment, Date Original iled(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
RICHMONI	D, VA 23230						Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
(Instr. 3) any				4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4) 18,419 (1)	D		
Stock										

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

Persons who respond to the collection of information contained in this form are not 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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number 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 Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	03/31/2010	А	608 (<u>3)</u>	<u>(4)</u>	(4)	Common Stock	608	\$ 20.5 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FARRELL THOMAS F II 6601 WEST BROAD STREET RICHMOND, VA 23230	Х						
Signatures							
W. Hildebrandt Surgner, Jr. for T Farrell II		04/02/2010					
<u>**</u> Signature of Reporting Pers	son		E	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 15,919 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, which represents an increase of 263 shares acquired through the reinvestment of dividends since December 31, 2009, the date of the last reportable transaction.
- (2) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (3) These units were acquired on March 31, 2010 pursuant to the Deferred Fee Plan for Non-Employee Directors.
- (4) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (5) The average of the high and low price of Altria Group, Inc. common stock on March 31, 2010.

Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the March 31,2010 acquisition of 608(6) share equivalents under the Deferred Fee Plan for Non-Employee Directors and 112 share equivalents acquired through the reinvestment of dividends since December 31, 2009, 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.