

Nelson John R.  
Form 4  
August 11, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nelson John R.

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)  
6601 WEST BROAD STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/09/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Chief Technology Officer

RICHMOND, VA 23230

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/09/2010		M		17,863	A	\$ 12.2265
Common Stock	08/09/2010		F		13,123	D	\$ 22.605
Common Stock	08/09/2010		M		33,042	A	\$ 12.3699
Common Stock	08/09/2010		F		24,396	D	\$ 22.605
Common Stock	08/09/2010		M		39,014	A	\$ 15.3662
Common Stock	08/09/2010		M		380,899	D	
Common Stock	08/09/2010		F		367,776	D	
Common Stock	08/09/2010		M		400,818	D	
Common Stock	08/09/2010		F		376,422	D	
Common Stock	08/09/2010		M		415,436	D	

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Common Stock	08/09/2010	F	31,794	D	\$ 22.605	383,642	D
Common Stock	08/09/2010	M	2,452	A	\$ 15.3662	386,094	D
Common Stock	08/09/2010	F	1,999	D	\$ 22.605	384,095	D
Common Stock	08/09/2010	M	52,821	A	\$ 16.3107	436,916	D
Common Stock	08/09/2010	F	44,321	D	\$ 22.605	392,595	D
Common Stock	08/09/2010	M	27,477	A	\$ 16.4438	420,072	D
Common Stock	08/09/2010	F	23,149	D	\$ 22.605	396,944 <sup>(1)</sup>	D

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.**

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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)	5. Number of 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 12.2265	08/09/2010		M	17,863	06/15/2004	01/31/2011	Common Stock	17,863
Option (Right to Buy)	\$ 12.3699	08/09/2010		M	33,042	05/10/2005	01/31/2011	Common Stock	33,042
Option (Right to Buy)	\$ 15.3662	08/09/2010		M	39,014	11/20/2005	01/31/2011	Common Stock	39,014
Option (Right to Buy)	\$ 15.3662	08/09/2010		M	2,452	11/20/2005	06/12/2011	Common Stock	2,452

