

ALTRIA GROUP INC

Form 4

August 02, 2005

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 *
BROWN HAROLD

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
ALTRIA GROUP INC [MO]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/29/2005

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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)
Common Stock				(A) or (D)	1,862 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	12,000	I	By Trust

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

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 information contained in this form are not
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SEC 1474
 (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 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)		8. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(2)</u>	01/31/2005		M	1,047	<u>(3)</u>	<u>(3)</u>	Common Stock	1,047	\$ 63. <u>(4)</u>
Phantom Stock Units	<u>(2)</u>	04/29/2005		M	1,059	<u>(3)</u>	<u>(3)</u>	Common Stock	1,059	\$ 64. <u>(5)</u>
Phantom Stock Units	<u>(2)</u>	07/29/2005		M	1,070	<u>(3)</u>	<u>(3)</u>	Common Stock	1,070	\$ 67. <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN HAROLD 120 PARK AVENUE NEW YORK, NY 10017	X			

Signatures

G. Penn Holsenbeck for Harold Brown 08/02/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Phantom stock units convert to common stock on a 1-for-1 basis.
- (3) These units are being settled in cash pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (4) The average of the high and low price of Altria Group, Inc. on January 31, 2005.
- (5) The average of the high and low price of Altria Group, Inc. on April 29, 2005.
- (6) The average of the high and low price of Altria Group, Inc. on July 29, 2005.

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- (7) Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors, including share equivalents acquired through the reinvestment of dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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