

WALL CHARLES R
Form 4
April 20, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
WALL CHARLES 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)
120 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

NEW YORK, NY 10017

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/30/2007 ⁽¹⁾		J	V 8,374 <u>(1)</u>	A \$ 0	369,203 ⁽²⁾	D
Common Stock					4,656	I ⁽³⁾	DPS

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

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SEC 1474
(9-02)

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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)	8. F
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 32.9277 (4)	06/24/1997(4)		J	V	0		06/24/1998 06/22/2007	Common Stock 109,500
Option (Right to Buy)	\$ 29.8085 (4)	06/23/1998(4)		J	V	0		06/23/1999 06/23/2008	Common Stock 131,600
Option (Right to Buy)	\$ 30.0196 (4)	06/29/1999(4)		J	V	0		06/29/2004 06/29/2009	Common Stock 150,000
Option (Right to Buy)	\$ 30.0196 (4)	06/29/1999(4)		J	V	0		06/29/2000 06/29/2009	Common Stock 150,000
Option (Right to Buy)	\$ 16.0183 (4)	01/26/2000(4)		J	V	0		01/26/2001 01/26/2010	Common Stock 22,939
Option (Right to Buy)	\$ 33.303 (4)	01/31/2001(4)		J	V	0		01/31/2002 01/31/2011	Common Stock 185,920
Option (Right to Buy)	\$ 36.804 (4)	06/12/2001(4)		J	V	0		01/31/2003 06/12/2011	Common Stock 151,420
Option (Right to Buy)	\$ 34.1811 (4)	07/24/2001(4)		J	V	0		01/24/2002 01/26/2010	Common Stock 19,997
Option (Right to Buy)	\$ 60.7484 (4)	08/15/2006(4)		J	V	0		02/15/2007 01/26/2010	Common Stock 175,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALL CHARLES R 120 PARK AVENUE NEW YORK, NY 10017			SVP and General Counsel	

Signatures

G. Penn Holsenbeck for Charles
R. Wall

04/20/2007

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) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 130,950 shares of Restricted Stock and 33,564 shares of Deferred Stock.
- (3) Shares held in the Altria Deferred Profit Sharing Plan as of March 31, 2007.
- (4) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.

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.