ALTRIA GROUP, INC.

Form 4 May 23, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 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)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/19/2011

(Check all applicable) X Director 10% Owner

Officer (give title Other (specify below)

(Street)

6601 WEST BROAD STREET

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

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

RICHMOND, VA 23230

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 5,375 \$0

 $32,723^{(2)}$ 

Common 05/19/2011 A (1) Stock

(Month/Day/Year)

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

SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Persons who respond to the collection of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: ALTRIA GROUP, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and		7. Title and Amount of Underlying Securities		8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	nsaction of Expiration Date		ate			Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date	Expiration	Title	Amount	
					(11)	Exercisable	Date	1100	or	
						2.10101341010	24.0		Number	
									of	
									Shares	
									Silares	
Phantom					005			Common		\$ 27.0
Stock	(3)	05/19/2011		A	985	(5)	(5)	Common	985	\$ 27.9
Units					<u>(4)</u>			Stock		<u>(6)</u>
Omts										

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FARRELL THOMAS F II

6601 WEST BROAD STREET X

RICHMOND, VA 23230

## **Signatures**

W. Hildebrandt Surgner, Jr. for Thomas F. Farrell II

05/23/2011

\*\*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 stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 30,223 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 350 shares acquired through the reinvestment of dividends since March 31, 2011, the date of the last reportable transaction.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) These units were acquired on May 19, 2011 pursuant to the Deferred Fee Plan for Non-Employee Directors.
- (5) 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.
- (6) The average of the high and low price of Altria Group, Inc. common stock on May 19, 2011.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the May 19, 2011 acquisition of 985 (7) share equivalents under the Deferred Fee Plan for Non-Employee Directors and 157 share equivalents acquired through the reinvestment of dividends since March 31, 2011, 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.

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