Edgar Filing: ALTRIA GROUP, INC. - Form 4

ALTRIA GRO	DUP, INC.										
Form 4											
May 23, 2016											
FORM	Δ								PPROVAL		
CONVIA UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287		
Check this if no longer subject to Section 16. Form 4 or Form 5	SECUR	ITIES		NERSHIP OF ge Act of 1934,	Expires:January 31, 2005Estimated average burden hours per response0.5						
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a	a) of the Public Ut 30(h) of the In	ility Hold	ing Com	pany	Act o	f 1935 or Sectio	n			
(Print or Type Re	sponses)										
FARRELL THOMAS F II Symbol			Name and A GROUP			g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			Earliest Tra ay/Year))16	ansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)				
			ndment, Dat th/Day/Year)	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
RICHMOND	, VA 23230						Form filed by N Person	More than One Re	eporting		
(City)	(State) ((Zip) Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned		
	ecurity (Month/Day/Year) Execution Date,		3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D) 5)	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct D) or Indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/19/2016		Code V A	Amount 2,779 (1)	(D) A	Price \$ 0		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.

 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. Transact Code (Instr. 8)	tioı)	onof Derivative		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	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	05/19/2016	А		278 (4)		(5)	(5)	Common Stock	278	\$ 62.97 (6)

Reporting Owners

Reporting Owner Name / Address								
i o	Director	10% Owner	Officer	Other				
FARRELL THOMAS F II 6601 WEST BROAD STREET RICHMOND, VA 23230	Х							
Signatures								
W. Hildebrandt Surgner, Jr. for 7 Farrell II	05/23/2016							
** Signature of Reporting Per		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 60,203 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 505 shares acquired through the reinvestment of dividends since March 31, 2016, 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, 2016 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, 2016.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the May 19, 2016 acquisition of 278
 (7) share equivalents under the Deferred Fee Plan for Non-Employee Directors and 221 share equivalents acquired through the reinvestment of dividends since March 31, 2016, 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.