ALTRIA GROUP, INC.
Form 4
January 04, 2017

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
KELLY ENNIS DEBRA J

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 16,140 (1) | D | |

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

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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)**

| 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 o Derivati Security (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | (2) | 12/30/2016 | | A | | 406 (3) | | (4) | (4) | Common Stock | 406 | $ 67.76 (5) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| KELLY ENNIS DEBRA J<br>6601 WEST BROAD STREET<br>RICHMOND, VA 23230 | X | | | |

# Signatures

W. Hildebrandt Surgner, Jr. for Debra J. Kelly-Ennis 01/04/2017

**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)** | Total reflects 16,140 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 157 shares acquired through the reinvestment of dividends since September 30, 2016, the date of the last reportable transaction. |
| **(2)** | Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis. |
| **(3)** | These units were acquired on December 30, 2016 pursuant to the Deferred Fee Plan for Non-Employee Directors. |
| **(4)** | 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. |
| **(5)** | The average of the high and low price of Altria Group, Inc. common stock on December 30, 2016. |
| **(6)** | Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the December 30, 2016 acquisition of 406 share equivalents under the Deferred Fee Plan for Non-Employee Directors and 96 share equivalents acquired through the reinvestment of dividends since September 30, 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.
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