FARRELL THOMAS F II

Form 4

October 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

5. Relationship of Reporting Person(s) to

3235-0287 Number: January 31,

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obligations

may continue.

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

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

FARRELL THOMAS F II Issuer Symbol ALTRIA GROUP, INC. [MO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 6601 WEST BROAD STREET 09/29/2017 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting RICHMOND, VA 23230 Person

(Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

67,879 (1) D Stock

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

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

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1. 7	Γitle of	2.	3. Transaction Date	3A. Deemed	4.	5. Nu	mber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Dei	rivative	Conversion	version (Month/Day/Year) Execution Date, if Transaction Expiration Date Un		Underlying S	Underlying Securities						
Sec	curity	or Exercise		any	Code	Deriv	ative	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Secur	ities					(Instr. 5)
		Derivative				Acqui	red					
		Security				(A) or	•					
		•				Dispo	sed					
						of (D)						
						(Instr.	3, 4,					
						and 5						
					G 1 T		(D)	.		TT: 1		
					Code V	(A)	(D)	Date	Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
Dh	onton											
	antom		00/00/00/			216		(4)	(4)	Common	246	\$ 63.7
Sto	ock	<u>(2)</u>	09/29/2017		A	(3)		<u>(4)</u>	(4)	Stock	216	(5)
II	ita					<u></u>				Stock		<u> </u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
FARRELL THOMAS F II 6601 WEST BROAD STREET RICHMOND, VA 23230	X							

Signatures

Units

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

10/03/2017

**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) Includes 65,379 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 534 shares acquired through the reinvestment of dividends since June 30, 2017, 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 September 29, 2017 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 September 29, 2017.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the September 29, 2017 acquisition of (6) 216 share equivalents under the Deferred Fee Plan for Non-Employee Directors and 227 share equivalents acquired through the reinvestment of dividends since June 30, 2017, 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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