Edgar Filing: Willard Howard A. - Form 4

Willand Harrord

Form 4	valu A.										
February 11	, 2019										
FORM	UNITED	STATES		RITIES A shington			NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
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 OWNERSHI STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940						Act of 1934, 1935 or Section	Expires: January 20 Estimated average burden hours per response				
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> Willard Howard A.								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction			(Check	eck all applicable)				
6601 WEST BROAD STREET			(Month/Day/Year) 02/07/2019					_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chairman & CEO			
(Street)			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
RICHMON	D, VA 23230							Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit ord Dispos (Instr. 3, 4 Amount	ed of (D) 5) Price) 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)	
Common Stock	02/07/2019			F	10,298 (1)	D	\$ 48.835 (2)	341,807 <u>(3)</u>	D		
Common Stock								353	Ι	By Wife (4)	

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.

Edgar Filing: Willard Howard A. - Form 4

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Willard Howard A. 6601 WEST BROAD STREET RICHMOND, VA 23230	Х		Chairman & CEO					
Signatures								

W. Hildebrandt Surgner, Jr. for Howard A. Willard III

**Signature of Reporting Person

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).

02/11/2019

Date

- (1) Shares withheld to satisfy taxes on the vesting of Restricted Stock Units.
- (2) The average of the high and low intraday trading price of Altria Group, Inc. common stock on February 7, 2019.
- (3) Includes 114,663 Restricted Stock Units.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.