

ALTRIA GROUP INC

Form 4

December 09, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALANTZOPOULOS ANDRE

(Last) (First) (Middle)

120 PARK AVENUE 120 PARK
AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Pres. and CEO, PM Intl.

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)
Common Stock	12/07/2004		M	V Amount (A) or (D) Price 10,380 A \$ 43.875	149,229	D	
Common Stock	12/07/2004		F	7,853 D \$ 43.875	141,376	D	
Common Stock	12/07/2004		M	34,480 A \$ 44.375	175,856	D	
Common Stock	12/07/2004		F	26,383 D \$ 44.375	149,473 ⁽¹⁾	D	
Common Stock					2,500	I	By Spouse

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

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(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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 43.875	12/07/2004		M	10,380	06/24/1998 06/22/2007	Common Stock	10,380
Option (Right to Buy)	\$ 44.375	12/07/2004		M	34,480	01/31/2002 01/31/2011	Common Stock	34,480
Option (Right to Buy)	\$ 57.995	12/07/2004		A	7,853	06/07/2005 06/22/2007	Common Stock	7,853
Option (Right to Buy)	\$ 57.995	12/07/2004		A	26,383	06/07/2005 01/31/2011	Common Stock	26,383

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CALANTZOPOULOS ANDRE
120 PARK AVENUE
NEW YORK, NY 10017

Pres. and CEO, PM Intl.

Signatures

G. Penn Holsenbeck for Andre
Calantzopoulos

12/09/2004

**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 89,450 shares of Deferred Stock.

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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