

ALTRIA GROUP INC

Form 3

December 21, 2004

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â BROWN HAROLD
(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, Â NY Â 10017

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/15/20043. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP INC [MO]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

12,000

I By Trust

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Phantom Stock Units	Â (1)	Â (1)	Common Stock	33,629 (2)	\$ (3)	D	Â
Option (Right to Buy)	10/27/2000	04/27/2010	Common Stock	9,639	\$ 22.0937	D	Â
Option (Right to Buy)	10/26/2001	04/26/2011	Common Stock	2,400	\$ 50.2	D	Â
Option (Right to Buy)	10/25/2002	04/25/2012	Common Stock	2,295	\$ 54.825	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN HAROLD 120 PARK AVENUE NEW YORK, NY 10017	Â X	Â	Â	Â

Signatures

G. Penn Holsenbeck for Harold Brown 12/21/2004

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These units are to be settled in cash beginning February 1, 2005.
- (2) Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors as of September 30, 2004.
- (3) Acquired at various prices on each date that deferred fees were credited.

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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