

ALTRIA GROUP, INC.  
Form 4  
May 30, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
BAILEY ELIZABETH E

(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)  
05/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)
Common Stock	05/28/2008		A	(A) or (D) 6,263 (1)	\$ 22.355	37,462 (2)	D

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)**

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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 or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	<u>(3)</u>	05/28/2008		J	0 <u>(4)</u>	<u>(5)</u> <u>(5)</u>	Common Stock	0
Option (Right to Buy)	\$ 5.0285 <u>(7)</u>	04/27/2000 <u>(7)</u>		J	V 0	10/27/2000    04/27/2010	Common Stock	9,639
Option (Right to Buy)	\$ 11.4254 <u>(7)</u>	04/26/2001 <u>(7)</u>		J	V 0	10/26/2001    04/26/2011	Common Stock	2,400
Option (Right to Buy)	\$ 12.478 <u>(7)</u>	04/25/2002 <u>(7)</u>		J	V 0	10/25/2002    04/25/2012	Common Stock	2,295

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY ELIZABETH E 6601 WEST BROAD STREET RICHMOND, VA 23230			X	

## Signatures

G. Penn Holsenbeck for Elizabeth E. Bailey      05/30/2008

         \*\*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) Deferred stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 21,545 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 1,143 shares acquired through the reinvestment of dividends since April 26, 2007, the date of the last reportable transaction.

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- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 1,445 share equivalents acquired through the reinvestment of dividends since April 26, 2007, the date of the last reportable transaction.
- (7) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Philip Morris International Inc. on March 28, 2008.

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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