

Brennan Nancy E.
Form 4
November 23, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brennan Nancy 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)
11/19/2010

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)

SVP, Marketing, ALCS

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/19/2010		M		3,277	A	\$ 11.1613	209,406 D
Common Stock	11/19/2010		F		2,240	D	\$ 24.685	207,166 D
Common Stock	11/19/2010		M		21,367	A	\$ 19.7269	228,533 D
Common Stock	11/19/2010		F		18,888	D	\$ 24.685	209,645 D
Common Stock	11/19/2010		M		15,735	A	\$ 19.7269	225,380 D

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Common Stock	11/19/2010	F	13,909	D	\$ 24.685	211,471 ⁽¹⁾	D
Common Stock						158	I ⁽²⁾ DPS

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 11.1613	11/19/2010		M	3,277	06/12/2002 06/12/2011	Common Stock 3,277
Option (Right to Buy)	\$ 19.7269	11/19/2010		M	21,367	08/05/2007 01/31/2011	Common Stock 21,367
Option (Right to Buy)	\$ 19.7269	11/19/2010		M	15,735	08/05/2007 06/12/2011	Common Stock 15,735

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brennan Nancy E. 6601 WEST BROAD STREET RICHMOND, VA 23230	SVP, Marketing, ALCS

Signatures

W. Hildebrandt Surgner, Jr. for Nancy E. Brennan	11/23/2010
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**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 113,400 shares of Restricted Stock and 25,786 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit-Sharing Plan, including 17 shares acquired through the reinvestment of dividends since February 12, 2010, 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.

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