

ALTRIA GROUP, INC.
Form 3
April 04, 2008

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Brennan Nancy E.</p> <p>(Last) (First) (Middle)</p> <p>6601 WEST BROAD STREET</p> <p>(Street)</p> <p>RICHMOND,Â VAÂ 23230</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/28/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ALTRIA GROUP, INC. [MO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Marketing, ALCS</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	93,261 ⁽¹⁾	D	Â
Common Stock	94	I ⁽²⁾	DPS

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	06/12/2002	06/12/2011	Common Stock	3,277	\$ 11.1613 (3)	D	Â
Option (Right to Buy)	08/13/2004	01/26/2010	Common Stock	15,423	\$ 12.4928 (3)	D	Â
Option (Right to Buy)	10/21/2005	06/29/2009	Common Stock	4,142	\$ 14.7084 (3)	D	Â
Option (Right to Buy)	10/21/2005	06/29/2009	Common Stock	20,702	\$ 14.7084 (3)	D	Â
Option (Right to Buy)	08/05/2007	01/31/2011	Common Stock	21,367	\$ 19.7269 (3)	D	Â
Option (Right to Buy)	08/05/2007	06/12/2011	Common Stock	15,735	\$ 19.7269 (3)	D	Â

Reporting Owners

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

Signatures

Sean X. McKessy for Nancy E.
Brennan

04/04/2008

__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) Includes 8,090 shares of Restricted Stock and 34,940 shares of Deferred Stock.

(2) Shares held in the Altria Deferred Profit Sharing Plan.

(3) 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. from Altria Group, 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.

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.