

SZYMANCZYK MICHAEL E
Form 4
May 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
SZYMANCZYK MICHAEL 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)
05/03/2010

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/03/2010 | | M | | 38,373 | A | \$ 16.9047 |
| Common Stock | 05/03/2010 | | F | | 33,752 | D | \$ 21.355 |
| Common Stock | 05/03/2010 | | M | | 138,166 | A | \$ 16.1639 |
| Common Stock | 05/03/2010 | | F | | 118,754 | D | \$ 21.355 |
| Common Stock | 05/03/2010 | | M | | 54,837 | A | \$ 16.1639 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------------------------|---|
| Common Stock | 05/03/2010 | F | 47,133 | D | \$ 21.355 | 1,241,553 | D |
| Common Stock | 05/03/2010 | M | 40,844 | A | \$ 18.4228 | 1,282,397 | D |
| Common Stock | 05/03/2010 | F | 37,603 | D | \$ 21.355 | 1,244,794 | D |
| Common Stock | 05/03/2010 | M | 49,022 | A | \$ 19.3594 | 1,293,816 | D |
| Common Stock | 05/03/2010 | F | 46,375 | D | \$ 21.355 | 1,247,441 ⁽¹⁾ | 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)

| 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 of Number of Shares |
| Option (Right to Buy) | \$ 16.9047 | 05/03/2010 | | M | 38,373 | 05/10/2006 | 01/31/2011 | Common Stock | 38,373 |
| Option (Right to Buy) | \$ 16.1639 | 05/03/2010 | | M | 138,166 | 11/15/2006 | 01/31/2011 | Common Stock | 138,166 |
| Option (Right to Buy) | \$ 16.1639 | 05/03/2010 | | M | 54,837 | 11/15/2006 | 06/12/2011 | Common Stock | 54,837 |
| Option (Right to Buy) | \$ 18.4228 | 05/03/2010 | | M | 40,844 | 02/15/2007 | 06/12/2011 | Common Stock | 40,844 |
| Option (Right to Buy) | \$ 19.3594 | 05/03/2010 | | M | 49,022 | 08/23/2007 | 06/12/2011 | Common Stock | 49,022 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET RICHMOND, VA 23230 | X | | Chairman and CEO | |

Signatures

| | |
|--|------------|
| W. Hildebrandt Surgner, Jr. for Michael E. Szymanczyk | 05/05/2010 |
| **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 700,000 shares of Restricted Stock, 94,538 shares of Deferred Stock and 900 shares held in an I.R.A.

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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