

ALTRIA GROUP, INC.

Form 4

April 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
REED JOHN S

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

 2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

 3. Date of Earliest Transaction
 (Month/Day/Year)
03/31/2006

 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				(A) or (D) Price	61,620 ⁽¹⁾	D	

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

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 SEC 1474
 (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 of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	03/31/2006		A		140 (3)		(4)	(4)	Common Stock	140	\$ 71.32 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REED JOHN S 120 PARK AVENUE NEW YORK, NY 10017	X

Signatures

G. Penn Holsenbeck for John S.
Reed 04/04/2006

__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 4,272 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account.
- (2) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (3) These units were acquired on March 31, 2006 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (5) The average of the high and low price of Altria Group, Inc. common stock on March 31, 2006.
- (6) Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes an increase of 140 share equivalents acquired under the deferred fee program since February 28, 2006, the date holdings were last reported.

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.