

ALTRIA GROUP, INC.

Form 4

February 02, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

NOTO LUCIO A

2. Issuer Name **and** Ticker or Trading

Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

120 PARK AVENUE

3. Date of Earliest Transaction

(Month/Day/Year)

01/31/2007

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10017

(City)

(State)

(Zip)

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)
Common Stock				(A) or (D)	34,846 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	17,085	I ⁽²⁾	By Wife

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

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information contained in this form are not
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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)
Phantom Stock Units	(3)	01/31/2007		A	97 (4)	(5) (5)	Common Stock 97	\$ 87.36 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOTO LUCIO A 120 PARK AVENUE NEW YORK, NY 10017		X		

Signatures

G. Penn Holsenbeck for Lucio A.
Noto 02/02/2007

**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 10,027 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units were acquired on January 31, 2007 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (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) The average of the high and low price of Altria Group, Inc. common stock on January 31, 2007.
- Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes
- (7) an increase of 285 share equivalents acquired under the deferred fee program and through the reinvestment of dividends since December 29, 2006, 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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