

CAMILLERI LOUIS C

Form 4

April 20, 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 *
CAMILLERI LOUIS C

(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)
03/30/2007

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)
Common Stock	03/30/2007 ⁽¹⁾		J V	Amount 38,057 ⁽¹⁾	(A) or (D) Price \$ 0	797,141 ⁽²⁾	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 32.9277 (3)	06/24/1997(3)		J	V 0	06/24/1998	06/22/2007	Common Stock	118,600	
Option (Right to Buy)	\$ 29.8085 (3)	06/23/1998(3)		J	V 0	06/23/1999	06/23/2008	Common Stock	171,100	
Option (Right to Buy)	\$ 30.0196 (3)	06/29/1999(3)		J	V 0	06/29/2004	06/29/2009	Common Stock	193,750	
Option (Right to Buy)	\$ 30.0196 (3)	06/29/1999(3)		J	V 0	06/29/2000	06/29/2009	Common Stock	193,750	
Option (Right to Buy)	\$ 16.0183 (3)	01/26/2000(3)		J	V 0	01/26/2001	01/26/2010	Common Stock	200,000	
Option (Right to Buy)	\$ 33.303 (3)	01/31/2001(3)		J	V 0	01/31/2002	01/31/2011	Common Stock	253,530	
Option (Right to Buy)	\$ 36.804 (3)	06/12/2001(3)		J	V 0	01/31/2003	06/12/2011	Common Stock	229,410	
Option (Right to Buy)	\$ 39.4983 (3)	02/27/2002(3)		J	V 0	02/27/2003	02/27/2012	Common Stock	300,000	
Option (Right to Buy)	\$ 48.7818 (3)	02/27/2002(3)		J	V 0	02/27/2003	02/27/2012	Common Stock	300,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CAMILLERI LOUIS C
120 PARK AVENUE
NEW YORK, NY 10017

X

Chairman and CEO

Signatures

G. Penn Holsenbeck for Louis C.
Camilleri

04/20/2007

__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) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 496,900 shares of Restricted Stock and 152,527 shares of Deferred Stock.
- (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 Kraft Foods Inc. on March 30, 2007.

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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