

ALTRIA GROUP INC

Form 4

June 13, 2005

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 *
DELISI NANCY J

(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)
06/09/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP, Mergers and Acquisitions

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	06/09/2005		M		36,614	A	\$ 21.3438	168,652	D
Common Stock	06/09/2005		F		20,065	D	\$ 69.225	148,587	D
Common Stock	06/09/2005		M		32,900	A	\$ 39.7188	181,487	D
Common Stock	06/09/2005		F		23,737	D	\$ 69.225	157,750	D
Common Stock	06/09/2005		M		13,570	A	\$ 40	171,320	D

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Common Stock	06/09/2005	F	9,828	D	\$ 69.225	161,492	D	
Common Stock	06/09/2005	M	38,750	A	\$ 40	200,242	D	
Common Stock	06/09/2005	F	28,060	D	\$ 69.225	172,182	D	
Common Stock	06/10/2005	M	18,698	A	\$ 40.575	190,880	D	
Common Stock	06/10/2005	S	24,847	D	\$ 69.16	166,033 ⁽¹⁾	D	
Common Stock						83 ⁽²⁾	I	DPS

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 21.3438	06/09/2005		M			36,614	01/26/2001	01/26/2010	Common Stock	36,614
Option (Right to Buy)	\$ 39.7188	06/09/2005		M			32,900	06/23/1999	06/23/2008	Common Stock	32,900
Option (Right to Buy)	\$ 40	06/09/2005		M			13,570	06/28/2002	06/29/2009	Common Stock	13,570
Option (Right to Buy)	\$ 40	06/09/2005		M			38,750	06/29/2000	06/29/2009	Common Stock	38,750
Option (Right to Buy)	\$ 40.575	06/10/2005		M			18,698	02/01/2004	06/24/2005	Common Stock	18,698

Buy)

Option (Right to Buy)	\$ 69.225	06/09/2005	A	22,600	12/09/2005	01/26/2010	Common Stock	22,600
Option (Right to Buy)	\$ 69.225	06/09/2005	A	25,141	12/09/2005	06/23/2008	Common Stock	25,141
Option (Right to Buy)	\$ 69.225	06/09/2005	A	10,400	12/09/2005	06/29/2009	Common Stock	10,400
Option (Right to Buy)	\$ 69.225	06/09/2005	A	29,698	12/09/2005	06/29/2009	Common Stock	29,698

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELISI NANCY J 120 PARK AVENUE NEW YORK, NY 10017			SVP, Mergers and Acquisitions	

Signatures

G. Penn Holsenbeck for Nancy J.
De Lisi

06/13/2005

__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 69,070 shares of Restricted Stock.

(2) Shares held in the Altria Deferred Profit Sharing Plan as of May 31, 2005.

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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