

SZYMANCZYK MICHAEL E
 Form 4
 November 14, 2005

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 *
 SZYMANCZYK MICHAEL E

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman and CEO, PM USA

NEW YORK, NY 10017

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

(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)
			Code	V	Amount	(D)	Price
Common Stock	11/10/2005		M		92,517	A	\$ 40
Common Stock	11/10/2005		F		68,337	D	\$ 74.275
Common Stock	11/10/2005		M		49,745	A	\$ 44.375
Common Stock	11/10/2005		F		38,373	D	\$ 74.275
Common Stock	11/11/2005		S		17,776	D	\$ 74.5605
							346,534 ⁽¹⁾

Edgar Filing: SZYMANCZYK MICHAEL E - Form 4

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 number.

SEC 1474
(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)	Amount or Number of Shares
Option (Right to Buy)	\$ 40	11/10/2005		M	92,517	06/29/2004 06/29/2009	Common Stock	92,517
Option (Right to Buy)	\$ 44.375	11/10/2005		M	49,745	01/31/2002 01/31/2011	Common Stock	49,745
Option (Right to Buy)	\$ 74.275	11/10/2005		A	68,337	05/10/2006 06/29/2009	Common Stock	68,337
Option (Right to Buy)	\$ 74.275	11/10/2005		A	38,373	05/10/2006 01/31/2011	Common Stock	38,373

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZYMANCZYK MICHAEL E 120 PARK AVENUE NEW YORK, NY 10017			Chairman and CEO, PM USA	

Signatures

G. Penn Holsenbeck for Michael E. Szymanczyk
Date: 11/14/2005

**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 189,950 shares of Restricted Stock and 900 shares held in an IRA.

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.