

SZYMANCZYK MICHAEL E  
 Form 4  
 November 12, 2009

**FORM 4**

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

OMB APPROVAL

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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)  
 6601 WEST BROAD STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/09/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

RICHMOND, VA 23230  
 (City) (State) (Zip)

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

**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	11/09/2009		M		6,757	A	\$ 11.7895
Common Stock	11/09/2009		F		5,434	D	\$ 18.805
Common Stock	11/09/2009		M		23,982	A	\$ 10.8484
Common Stock	11/09/2009		F		18,653	D	\$ 18.805
Common Stock	11/09/2009		M		42,930	A	\$ 12.4291
							965,956
							960,522
							984,504
							965,851
							1,008,781

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Common Stock 11/09/2009 F 35,287 D \$ 18.805 973,494 <sup>(1)</sup> D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 11.7895	11/09/2009		M	6,757	11/16/2001 01/26/2010		Common Stock	6,757
Option (Right to Buy)	\$ 10.8484	11/09/2009		M	23,982	05/20/2002 01/26/2010		Common Stock	23,982
Option (Right to Buy)	\$ 12.4291	11/09/2009		M	42,930	11/20/2002 01/26/2010		Common Stock	42,930

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET RICHMOND, VA 23230	X		Chairman and CEO	

## Signatures

W. Hildebrandt Surgner, Jr. for Michael E. Szymanczyk 11/12/2009

\*\*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 450,000 shares of Restricted Stock, 128,102 shares of Deferred Stock and 900 shares held in an I.R.A.

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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