

ALTRIA GROUP, INC.  
Form 11-K  
June 17, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 11-K**

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010

OR

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from            to  
Commission file number 001-8940

**Deferred Profit-Sharing Plan for Salaried Employees**

(Full title of the plan)

**ALTRIA GROUP, INC.**

**6601 West Broad Street**

**Richmond, Virginia 23230**

(Name of issuer of the securities held pursuant to the plan

and address of its principal executive office.)

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**ANNUAL REPORT ON FORM 11-K**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010**

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**Exhibit**

23. Consent of Independent Registered Public Accounting Firm.

\* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, are omitted because they are not applicable.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To: The Altria Group Benefits Investment Committee, the Administrator and the Participants of the Deferred Profit-Sharing Plan for Salaried Employees:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Deferred Profit-Sharing Plan for Salaried Employees (the Plan ) at December 31, 2010 and 2009 and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PRICEWATERHOUSECOOPERS LLP

Richmond, Virginia

June 17, 2011

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

**at December 31, 2010 and 2009**

**(in thousands of dollars)**

|   | <b>2010</b>  | <b>2009</b>  |
|---|--------------|--------------|
| Investments at fair value:  |              |              |
| Investment in Master Trust A  | \$ 1,975,762 | \$ 1,963,271 |
| Investment in Master Trust B  | 1,188,507    | 1,024,110    |
| Total investments   | 3,164,269    | 2,987,381    |
| Receivables:  |              |              |
| Employer's contribution   | 70,716       | 70,969       |
| Participants' contributions   |              | 185          |
| Notes receivable from participants  | 30,400       | 33,132       |
| Total receivables   | 101,116      | 104,286      |
| Net assets reflecting investments at fair value   | 3,265,385    | 3,091,667    |
| Adjustment from fair value to contract value for Investment in Master Trust A relating to fully benefit-responsive investment contracts | (29,570)     | (9,671)      |
| Net assets available for benefits   | \$ 3,235,815 | \$ 3,081,996 |

The accompanying notes are an integral part of these financial statements.

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**for the Year Ended December 31, 2010**

**(in thousands of dollars)**

|   | <b>2010</b>      |
|---|------------------|
| <b>Additions to net assets attributed to:</b>         |                  |
| <b>Investment income:</b>                             |                  |
| Investment income from Master Trust A                 | \$ 160,998       |
| Investment income from Master Trust B                 | 276,060          |
| <b>Total investment income</b>                        | <b>437,058</b>   |
| <br>  |                  |
| Interest income on notes receivable from participants | 1,568            |
| <br>  |                  |
| <b>Contributions to the Plan:</b>                     |                  |
| By employer   | 74,496           |
| By participants                                       | 41,423           |
| <b>Total contributions</b>                            | <b>115,919</b>   |
| <br>  |                  |
| <b>Total additions</b>                                | <b>554,545</b>   |
| <br>  |                  |
| <b>Deductions from net assets attributed to:</b>      |                  |
| Withdrawals and distributions                         | (401,526)        |
| <br>  |                  |
| <b>Total deductions</b>                               | <b>(401,526)</b> |
| <br>  |                  |
| <b>Net increase prior to transfer</b>                 | <b>153,019</b>   |
| <br>  |                  |
| Transfer from the Hourly Plan                         | 800              |
| <br>  |                  |
| <b>Net increase</b>                                   | <b>153,819</b>   |
| <br>  |                  |
| <b>Net assets available for benefits:</b>             |                  |
| Beginning of year                                     | 3,081,996        |
| <br>  |                  |
| End of year   | \$ 3,235,815     |

The accompanying notes are an integral part of these financial statements.



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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

**1. Description of the Plan**

The following description of the Deferred Profit-Sharing Plan for Salaried Employees (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan maintained for the benefit of eligible employees, as discussed below in *Plan Participation*, of Altria Group, Inc. and certain of its subsidiaries (individually, a Participating Company; collectively, the Participating Companies). The Plan is designed to provide eligible employees with an opportunity to share in the profits of their Participating Company, to invest certain of their funds in a tax-advantaged manner and, for Match-Eligible Participants and SMWE Match-Eligible Participants (as such terms are defined below), to receive company match contributions if they make contributions to the Plan on a before-tax and/or after-tax basis. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

**Plan Administration**

The administration of the Plan has generally been delegated to the Administrator, as defined in the Plan. The Altria Group Benefits Investment Committee (the Investment Committee) is the named fiduciary responsible for the operation and management of the investment options in the Plan, other than the investment options (the Altria Stock Investment Option, the Kraft Stock Investment Option, and the PMI Stock Investment Option; collectively, the Common Stock Investment Options) invested exclusively in the common stock of Altria Group, Inc. (Altria Stock), the Class A common stock of Kraft Foods Inc. (Kraft Stock), and the common stock of Philip Morris International Inc. (PMI Stock), respectively (collectively, the Common Stocks). Fiduciary Counselors Inc. (Fiduciary Counselors) is the named fiduciary with respect to the management of the investment of the Common Stock Investment Options. The Administrator, the Investment Committee and Fiduciary Counselors are hereinafter collectively referred to as the Fiduciaries.

**Plan Merger**

The assets and liabilities of the UST LLC Employees Savings Plan attributable to salaried employees of UST LLC and certain of its affiliates (UST) and non-agricultural employees of Ste. Michelle Wine Estates Ltd. and its affiliates (SMWE) were merged with and into the Plan after the close of business on December 30, 2009. Effective December 31, 2009, salaried employees of UST (UST Participants) and non-agricultural employees of SMWE (SMWE Participants) became participants in the Plan, although they were not eligible to make or receive any contributions or make withdrawals until January 1, 2010.



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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

**Plan Participation**

Eligibility for benefits under the Plan depends on an employee's hire date and Participating Company affiliation, as follows:

Non-Match-Eligible Participants (eligible to make employee contributions and to receive company contributions):

- i Eligible salaried employees other than Match-Eligible Participants and SMWE Match-Eligible Participants, as defined below;

Match-Eligible Participants (eligible to make employee contributions and to receive company contributions and company match contributions):

- i UST Participants and salaried employees of John Middleton Co., and
- i Salaried employees of all other Participating Companies (except SMWE Participants) hired or rehired after a date specific to their employee group, as defined in the Plan document; and

SMWE Match-Eligible Participants (eligible to make employee contributions and to receive company match contributions):

- i SMWE Participants.

**Employee Contributions**

Each eligible employee may make before-tax and after-tax contributions to the Plan as soon as administratively feasible after his or her date of hire.

No contribution is required from any participant under the Plan. However, employees hired or rehired after a specified date and SMWE Match-Eligible Participants are automatically enrolled in the Plan to make before-tax contributions of three percent (3%) of their eligible compensation beginning with the first payroll period after the completion of 90 days of service. Employees who are automatically enrolled can elect not to make contributions or to contribute a different percentage of their eligible compensation.

The Internal Revenue Code of 1986, as amended (the Code) imposes a dollar limitation on the amount of before-tax contributions for a calendar year. For 2010 and 2009, a participant's before-tax contribution was limited to \$16,500 with a Plan limitation of 15% of eligible compensation on the total amount of before-tax and after-tax contributions.

Participants who are age 50 or older by the end of a Plan year are eligible to make before-tax catch-up contributions up to the limit prescribed in the Code. For 2010 and 2009, the catch-up contribution was limited to \$5,500. If a participant has not made the maximum after-tax contribution, he or she may make an additional after-tax contribution in a lump sum, subject to certain statutory and Plan limits.

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The aggregate contributions actually made by participants may not cause the Plan to violate limitations on such contributions set forth in the Code.

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

**Employer Contributions**

Contributions by Participating Companies may consist of a company contribution and/or a company match contribution as discussed below.

Due to limitations under the Code, certain amounts for highly compensated employees are not contributed to the Master Trusts (as defined below in *Master Trusts*).

Company contribution Effective for calendar years beginning in 2010, the company contribution on behalf of participants, other than SMWE Match-Eligible Participants, who have completed twenty-four months of service (12 months in the case of a Match-Eligible Participant), is an amount equal to the lesser of (1) three percent (3%) of Altria Group, Inc.'s Consolidated Earnings, as defined in the Plan document, less the amounts allocated to participants in the Deferred Profit-Sharing Plan for Hourly Employees (the Hourly Plan), or (2) fifteen percent (15%) of the aggregate participant compensation, as defined in the Plan document, of the participants among whom the company contribution is to be allocated. However, eligible Match-Eligible Participants receive a company contribution of no less than ten percent (10%) of their eligible compensation.

Prior to the change in formula, the company contribution on behalf of eligible employees was the lesser of (1) three percent (3%) of each participating group's operating profit, as defined in the Plan document, less amounts allocated to participants in the Hourly Plan, or (2) fifteen percent (15%) of the aggregate participant compensation, as defined in the Plan document, of the participants among whom the company contribution was allocated.

The Plan provides, in the event of a Change of Control (as defined in the Plan document) of Altria Group, Inc., for a company contribution for the year in which the Change of Control occurs and for two years thereafter at least equal to the lesser of (a) the percentage of participants compensation that was contributed to the Plan by the Company for the year prior to the year in which the Change of Control occurs, or (b) ten percent (10%) of the participants' applicable compensation.

Company match contribution Match-Eligible Participants who make before-tax and/or after-tax contributions for a payroll period after completing 90 days of service will receive a company match contribution, dollar for dollar, up to the first three percent (3%) of eligible compensation that is contributed for a payroll period.

SMWE Match-Eligible Participants who make before-tax and/or after-tax contributions for a payroll period after completing one year of service will receive a company match contribution of \$0.50 for each dollar, up to the first six percent (6%) of eligible compensation that is contributed for a payroll period.

**Participant Accounts**

Each participant's Plan accounts are credited with any employee and employer contributions and the allocated share of the investment activities for each investment option in which he or she participates. Allocations are based on participant Plan account balances, as defined.

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

**Vesting**

Each participant is at all times fully vested in the balance held in each of his or her Plan accounts.

**Investment Options**

Participants can direct all contributions among eleven investment options and may change their investment elections at any time.

The Kraft Stock Investment Option and the PMI Stock Investment Option are closed to further investments so that participants are not permitted to purchase shares of Kraft Stock or PMI Stock in the Plan or to perform an exchange into the Kraft Stock Investment Option or PMI Stock Investment Option from any other investment option.

**Employee Stock Ownership Plan**

The employee stock ownership plan ( ESOP ) portion of the Plan permits each participant who invests in the Altria Stock Investment Option to elect, no later than the business day immediately preceding an ex-dividend date with respect to a cash dividend payable on shares of Altria Stock, to have the dividend paid to them in cash or have the dividend reinvested in additional shares of Altria Stock. Altria Stock dividends paid in cash to participants for the year ended December 31, 2010 were \$9,074,978. Altria Stock dividends payable in cash directly to participants as of December 31, 2010 were \$2,572,377.

Any cash dividends paid on Kraft Stock held in the Kraft Stock Investment Option and on PMI Stock held in the PMI Stock Investment Option cannot be reinvested in Kraft Stock or PMI Stock, respectively, but instead will be invested according to the participant's current investment elections. If the participant has not provided an investment election, cash dividends are invested in the Balanced Fund Investment Option. The participant does not have the right to elect to have dividends for Kraft Stock and PMI Stock paid to them in cash.

**Master Trusts**

Certain assets of the Plan are co-invested with the assets of the Hourly Plan and the Savings Plan for Employees of Philip Morris de Puerto Rico, in a commingled investment fund known as the Altria Client Services Deferred Profit-Sharing Master Trust ( Master Trust A ) for which State Street Bank and Trust Company ( State Street ) serves as the trustee. Certain assets of the Plan are co-invested with the assets of the Hourly Plan in a commingled investment fund known as the Altria Client Services Deferred Profit-Sharing Trust for Altria Stock, Kraft Stock and PMI Stock ( Master Trust B ) for which Fidelity Management Trust Company serves as the trustee.

Master Trust A and Master Trust B are hereinafter collectively referred to as the Master Trusts .

**Withdrawals and Distributions**

Participants may make in-service withdrawals in accordance with the provisions outlined in the Plan.

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

Distributions are made only when a person ceases to be a participant. Upon termination of employment, including retirement, a participant has numerous options available, as outlined in the Plan, with respect to the distribution of his or her Plan account balances.

**Notes Receivable from Participants**

Participants are permitted to borrow from their Plan accounts in accordance with the loan provisions outlined in the Plan. Interest on participant loans, which is determined at the time of the loan issuance, is equal to the prime rate as published in *The Wall Street Journal* generally as of the last business day of the month preceding the loan request and is fixed for the term of the loan. The minimum loan amount is \$1,000 and the maximum loan amount is the lesser of one-half of a participant's account balance at the time of the loan request or \$50,000, less the participant's highest outstanding loan balance during the 12-month period preceding the loan request. Loan repayment periods range from two to twenty-five years depending on the type of loan.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The financial statements are prepared using the accrual basis of accounting.

Classification of certain prior year amounts have been revised to conform to the current year's presentation.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein in the financial statements and related disclosures. Actual results could differ from those estimates.

**New Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board (the FASB) issued authoritative guidance that requires additional disclosures on fair value measurements and provides clarification to existing disclosures. The requirements, which include additional disclosure of significant transfers in and out of Level 1 and Level 2 measurements, were adopted by the Plan for the year ended December 31, 2010. As this guidance only requires additional disclosures, the adoption of the guidance did not have a material impact to the Plan's financial statements.

In September 2010, the FASB issued authoritative guidance on how loans to participants should be classified and measured by defined contribution pension plans. This guidance requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments, and measured at their unpaid balance plus any accrued but unpaid interest. The Plan adopted this guidance for the year ended December 31, 2010, and retrospectively applied it to December 31, 2009. The adoption resulted in a reclassification of participant loans totaling approximately \$33 million from investments to notes receivable on the Statement of Net Assets Available for Benefits at December 31, 2009.

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

In May 2011, the FASB issued authoritative guidance relating to fair value measurement and disclosure requirements. This guidance is effective for fiscal years and interim periods beginning after December 15, 2011. It is anticipated that there will not be a significant impact on existing fair value measurements or disclosures.

**Risks and Uncertainties**

The Plan provides for diversified investment options in investment securities, other than the Common Stock Investment Options. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. The financial markets, both domestically and internationally, can experience significant volatility on a daily basis that affects the valuation of investments. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur and that such changes could materially affect participant account balances and the amounts reported in the financial statements. Substantially all of the assets of Master Trust B are invested in Common Stocks, each of which could be subject to significant market fluctuations.

**Valuation of Investment in Master Trusts**

The Plan's investment in the Master Trusts and share of investment activities is based upon the total of the participants' Plan accounts.

**Valuation of the Master Trusts' Investments and Income Recognition**

Trust investment assets are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 *Fair Value Measurements* for a detailed discussion of fair value measurements.

Investment transactions are accounted for on the date the purchase or sale is executed. Dividend income is recorded on the ex-dividend date; interest income is recorded as earned on an accrual basis. In accordance with the policy of stating investments at fair value, the net appreciation (depreciation) in the fair value of investments reflects both realized gains or losses and the change in the unrealized appreciation (depreciation) of investments held at year-end. Realized gains or losses from security transactions are reported on the average cost method.

The Statement of Net Assets Available for Benefits presents the fair value of the investment in Master Trust A, as well as an adjustment to the investment from fair value to contract value relating to investment contracts, which have fully benefit-responsive features. Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

**Withdrawals and Distributions**

Withdrawals and distributions are recorded when paid.

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Investment management fees, brokerage commissions (excluding those for the Common Stocks held in Master Trust B) and other investment related expenses are charged against the net asset value of the specific investment option and reduce investment return.

Administrative fees such as trustee fees, participant recordkeeping, communications, investment advisory, audit and certain legal fees are paid by the Master Trusts and charged directly to participant accounts, usually on a monthly basis.

Individual participant transaction fees (including fees associated with the trading of Common Stocks) are paid by the Master Trusts and are charged solely to the accounts of the participant that initiated the transaction.

**3. Master Trust A Investments**

The Plan had a 78% and 77% interest in Master Trust A at December 31, 2010 and 2009, respectively. The Plan's interest in Master Trust A represents over 5% of the Plan's net assets at December 31, 2010 and 2009.

At December 31, 2010 and 2009, the net assets of Master Trust A were as follows (in thousands of dollars):

|  | 2010         | 2009         |
|--|--------------|--------------|
| Investments at fair value:   |              |              |
| Common/collective trusts   | \$ 900,244   | \$ 787,041   |
| Investment contracts   | 1,030,128    | 1,070,036    |
| Registered investment companies  | 299,364      | 178,549      |
| Government securities  | 229,719      | 251,236      |
| Short-term temporary investments UST merger  |              | 239,727      |
| Other  | 66,944       | 16,876       |
| Total investments  | 2,526,399    | 2,543,465    |
| Receivables:   |              |              |
| Interest and dividend income   | 939          | 2,710        |
| Net assets at fair value   | 2,527,338    | 2,546,175    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (43,072)     | (14,504)     |
| Net assets   | \$ 2,484,266 | \$ 2,531,671 |

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Master Trust A investment activities for the year ended December 31, 2010 were as follows (in thousands of dollars):

|   |                   |
|---|-------------------|
| Interest and dividends                              | \$ 48,868         |
| Net appreciation in common/collective trusts        | 119,280           |
| Net appreciation in registered investment companies | 17,141            |
| Net appreciation in government securities           | 7,662             |
| <b>Investment income</b>                            | <b>\$ 192,951</b> |

Investment contracts held in the Interest Income Fund Investment Option may consist of traditional and/or synthetic guaranteed investment contracts ( GIC or GICs ) as determined by the investment manager for that option.

A traditional GIC provides for a fixed return on principal over a specified period of time through fully benefit-responsive contracts issued by a third party, which are backed by assets owned by the third party. The interest rates for traditional GICs are either agreed to in advance with the issuer or vary based on agreed formulas, but cannot be less than zero. Master Trust A had no traditional GICs as of December 31, 2010 or 2009.

A synthetic GIC provides for the preservation of principal at a specified rate of interest over a specified period of time through fully benefit-responsive wrapper contracts issued by a third party, which are backed by underlying assets owned by Master Trust A. The wrapper contract provider guarantees, except in the case of the occurrence of certain events discussed below, that participant withdrawals are made at contract or book value.

The portfolio of assets, overall of investment grade quality, underlying the synthetic GICs includes fixed income securities such as mortgages, corporate bonds, and United States Treasury securities. The difference between the contract value and the fair market value of the investments of each contract is periodically amortized into each contract's crediting rate, which is the rate earned by participants in the Interest Income Fund. The amortization factor is calculated by dividing the difference between the fair market value of the investments and the contract value by the duration of the underlying asset portfolio covered by the investment contract. The crediting rates for the synthetic GICs are calculated on a quarterly basis (or more frequently, if necessary) using the contract value, and the fair market value, yield and duration of the underlying securities, but cannot be less than zero. The contract value of the synthetic GICs was approximately \$987 million and \$1.1 billion at December 31, 2010 and 2009, respectively.

The relationship of future crediting rates and the adjustment to contract value reported on the statement of net assets available for benefits is provided through the mechanism of the crediting rate formula, as discussed above. Key factors that could influence future average interest crediting rates include, but are not limited to: Plan cash flows, changes in interest rates, total return performance of the fair market value bond strategies underlying each synthetic GIC contract, default or credit failures of any of the securities, investment contracts, or other investments held in the fund, or the initiation of an extended termination (immunization) of one or more synthetic GIC contracts by the investment manager or the contract issuer.



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At December 31, 2010 and 2009, the average yields for synthetic GICs were as follows:

|  | <b>2010</b> | <b>2009</b> |
|--|-------------|-------------|
| Average yield earned   | 2.37%       | 3.38%       |
| Average yield earned adjusted to reflect actual interest credited to Interest Income Fund Participants | 3.37%       | 3.72%       |

There are certain events not initiated by Plan participants that could limit the ability of the Plan to transact at contract value with the issuer. Specific coverage provided by each synthetic GIC may be different for each issuer, and can be found in the individual synthetic GIC contracts held by the Plan. Examples of such events include: the Plan's failure to qualify under the Code; full or partial termination of the Plan; involuntary termination of employment as a result of a corporate merger, divestiture, spin-off, or other significant business restructuring, which may include early retirement incentive programs or bankruptcy; changes to the administration of the Plan which decreases employee or employer contributions, the establishment of a competing Plan by the plan sponsor, the introduction of a competing investment option, or other plan amendment that has not been approved by the contract issuers; dissemination of a participant communication that is designed to induce participants to transfer assets from the stable value option; or events resulting in a material and adverse financial impact on the contract issuer, including changes in the tax code, laws or regulations.

The Plan Fiduciaries do not believe that the occurrence of any such event that would limit the Plan's ability to transact at contract value with participants is probable.

Contract issuers are not allowed to terminate any of the above synthetic GICs and settle at an amount different from contract value unless there is a breach of the contract which is not corrected within the applicable cure period. Actions that will result in a breach (after any relevant cure period) include, but are not limited to: material misrepresentation; failure to pay synthetic GIC fees, or any other payment due under the contract; or failure to adhere to investment guidelines.

**4. Master Trust B Investments**

The Plan had a 68% and 67% interest in Master Trust B at December 31, 2010 and 2009, respectively. The Plan's interest in Master Trust B represents over 5% of the Plan's net assets at December 31, 2010 and 2009. At December 31, 2010 and 2009, the net assets of Master Trust B were as follows (in thousands of dollars):

|                              | <b>2010</b>  | <b>2009</b>  |
|------------------------------|--------------|--------------|
| Investments at fair value:   |              |              |
| Common stocks:               |              |              |
| Altria Stock                 | \$ 837,741   | \$ 618,967   |
| PMI Stock                    | 741,534      | 746,483      |
| Kraft Stock                  | 123,678      | 127,745      |
| Cash and cash equivalents    | 24,627       | 29,685       |
| Total investments            | 1,727,580    | 1,522,880    |
| Receivable - dividend income | 16,804       | 16,536       |
| Net assets                   | \$ 1,744,384 | \$ 1,539,416 |



**Table of Contents****DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES****NOTES TO FINANCIAL STATEMENTS****December 31, 2010 and 2009**

Master Trust B investment activities for the year ended December 31, 2010 were as follows (in thousands of dollars):

|                                    |            |
|------------------------------------|------------|
| Dividends on common stocks:        |            |
| Altria Stock                       | \$ 48,863  |
| PMI Stock                          | 33,155     |
| Kraft Stock                        | 4,827      |
| Net appreciation in common stocks: |            |
| Altria Stock                       | 161,421    |
| PMI Stock                          | 141,556    |
| Kraft Stock                        | 19,230     |
| Investment income                  | \$ 409,052 |

**5. Fair Value Measurements**

FASB authoritative guidance provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such investments pursuant to the fair value hierarchy.

Level 3 holdings are immaterial to the total Master Trust investment assets at December 31, 2010 and 2009.

**Common/Collective Trusts**

Common/collective trusts consist of pools of investments used by institutional investors to obtain exposure to equity and fixed income markets. Master Trust A common/collective trust investments include equity index funds which are intended to mirror indices such as the Standard & Poor's 500 Index, Russell Small Cap Completeness Index, Morgan Stanley Capital International ( MSCI ) All Countries World ex US Index, and MSCI European Monetary Union Index. They are valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of each of the respective



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**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

common/collective trusts. There are no restrictions on redemptions of these investments. The underlying assets are valued based on the net asset value as provided by the investment account manager and are classified in level 2 of the fair value hierarchy.

**Registered Investment Companies**

Investments in mutual funds sponsored by a registered investment company are valued based on exchange listed prices and are classified in level 1 of the fair value hierarchy.

**Investment Contracts**

The underlying fixed income assets of the synthetic guaranteed investment contracts are valued at a price which is based on a compilation of observable market information or a broker quote in a non-active market. These assets are classified in level 2 of the fair value hierarchy. Wrapper contracts are valued based on the replacement cost of the contract and are classified in level 3 of the fair value hierarchy.

**Government Securities**

Government securities consist of investments in Treasury securities with maturities of 3 to 5 years. Government securities, which are traded in a non-active over-the-counter market, are valued at a price which is based on a broker quote, and are classified in level 2 of the fair value hierarchy.

**Short-term Temporary Investments**

At December 31, 2009, the cash received by Master Trust A in conjunction with the merger of the UST LLC Employees Savings Plan with the Plan was temporarily invested in the Government Short Term Investment Fund managed by State Street. This investment was valued at amortized cost which approximated fair value, and was classified in level 2 of the fair value hierarchy.

**Common Stocks**

Common stocks are valued based on the price of the security as listed on an open active exchange on last trade date, and are classified in level 1 of the fair value hierarchy.

**Cash & Cash Equivalents**

Cash and cash equivalents are valued at cost which approximates fair value, and are classified in level 1 of the fair value hierarchy.

The methods described above are not necessarily indicative of net realizable value or reflective of future fair values. Nor is categorization of a security in any particular valuation level necessarily an indication of the risk associated with an investment in that security. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The fair values of the Master Trust investment assets by asset category as of December 31, 2010 are as follows (in thousands of dollars):

|   | Level 1             | Level 2             | Level 3         | Totals              |
|---|---------------------|---------------------|-----------------|---------------------|
| <b>Master Trust A</b>                                     |                     |                     |                 |                     |
| Common/collective trusts:                                 |                     |                     |                 |                     |
| U.S. equity index   | \$                  | \$ 720,442          | \$              | \$ 720,442          |
| International equity index                                |                     | 179,802             |                 | 179,802             |
| Investment contracts:                                     |                     |                     |                 |                     |
| Mortgage-backed securities fund                           |                     | 352,032             |                 | 352,032             |
| U.S. and foreign government securities or their agencies  |                     | 222,414             |                 | 222,414             |
| Other   |                     | 452,085             | 3,597           | 455,682             |
| Registered investment companies:                          |                     |                     |                 |                     |
| Balanced fund   | 146,779             |                     |                 | 146,779             |
| Fixed income fund   | 89,499              |                     |                 | 89,499              |
| Index funds   | 63,086              |                     |                 | 63,086              |
| Government securities:                                    |                     |                     |                 |                     |
| U.S. Treasuries   |                     | 229,719             |                 | 229,719             |
| Other   |                     | 66,944              |                 | 66,944              |
| <b>Sub-total Master Trust A</b>                           | <b>299,364</b>      | <b>2,223,438</b>    | <b>3,597</b>    | <b>2,526,399</b>    |
| <b>Master Trust B</b>                                     |                     |                     |                 |                     |
| Common stocks:  |                     |                     |                 |                     |
| PMI Stock   | 741,534             |                     |                 | 741,534             |
| Altria Stock  | 837,741             |                     |                 | 837,741             |
| Kraft Stock   | 123,678             |                     |                 | 123,678             |
| Cash and cash equivalents                                 | 24,627              |                     |                 | 24,627              |
| <b>Sub-total Master Trust B</b>                           | <b>1,727,580</b>    |                     |                 | <b>1,727,580</b>    |
| <b>Total Master Trust investment assets at fair value</b> | <b>\$ 2,026,944</b> | <b>\$ 2,223,438</b> | <b>\$ 3,597</b> | <b>\$ 4,253,979</b> |

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The fair values of the Master Trust investment assets by asset category as of December 31, 2009 are as follows (in thousands of dollars):

|   | Level 1             | Level 2             | Level 3         | Totals              |
|---|---------------------|---------------------|-----------------|---------------------|
| <b>Master Trust A</b>                                     |                     |                     |                 |                     |
| Common/collective trusts:                                 |                     |                     |                 |                     |
| U.S. equity index   | \$                  | \$ 603,459          | \$              | \$ 603,459          |
| International equity index                                |                     | 183,582             |                 | 183,582             |
| Investment contracts:                                     |                     |                     |                 |                     |
| Mortgage-backed securities fund                           |                     | 371,395             |                 | 371,395             |
| U.S. and foreign government securities or their agencies  |                     | 253,700             |                 | 253,700             |
| Other   |                     | 441,700             | 3,241           | 444,941             |
| Registered investment companies                           | 178,549             |                     |                 | 178,549             |
| Government securities                                     |                     | 251,236             |                 | 251,236             |
| Short-term temporary investments UST merger               |                     | 239,727             |                 | 239,727             |
| Other   |                     | 16,876              |                 | 16,876              |
| <b>Sub-total Master Trust A</b>                           | <b>178,549</b>      | <b>2,361,675</b>    | <b>3,241</b>    | <b>2,543,465</b>    |
| <b>Master Trust B</b>                                     |                     |                     |                 |                     |
| Common stocks:  |                     |                     |                 |                     |
| PMI Stock   | 746,483             |                     |                 | 746,483             |
| Altria Stock  | 618,967             |                     |                 | 618,967             |
| Kraft Stock   | 127,745             |                     |                 | 127,745             |
| Cash and cash equivalents                                 | 29,685              |                     |                 | 29,685              |
| <b>Sub-total Master Trust B</b>                           | <b>1,522,880</b>    |                     |                 | <b>1,522,880</b>    |
| <b>Total Master Trust investment assets at fair value</b> | <b>\$ 1,701,429</b> | <b>\$ 2,361,675</b> | <b>\$ 3,241</b> | <b>\$ 4,066,345</b> |

**6. Transactions with Parties-in-Interest**

The applicable Fiduciaries are not aware of any transaction between the Plan and a party-in-interest (as defined by ERISA) or disqualified person (as defined in the Code) to the Plan (1) which is prohibited under the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of the Code, or (2) which has not been exempted from such prohibitions pursuant to a class exemption issued by the Department of Labor. Master Trust B includes participant investments in Altria Stock, which is exempt from the party-in-interest transaction prohibitions of ERISA. Master Trust A investments include a





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common/collective trust managed by State Street Global Advisors, an affiliate of State Street. State Street is a trustee as defined by the Plan. These transactions qualify as exempt party-in-interest transactions under ERISA.

**7. Plan Termination**

The Board of Directors of Altria Group, Inc. (the Board) has the right, subject to the applicable provisions of ERISA and the Code, to amend (retroactively or otherwise) the Plan, suspend making the company contribution and/or company match contribution to the Plan or to terminate the Plan. The Board has delegated to the Corporate Employee Benefit Committee of Altria Group, Inc. and the Administrator the right to amend the Plan, provided that the first year cost of such amendment does not exceed specified dollar limits. Each other Participating Company has the right to amend, suspend or terminate its participation in the Plan. However, no such action may deprive any participant or beneficiary under the Plan of any vested right.

**8. Tax Status**

By letter dated June 5, 2002, the Internal Revenue Service has determined that the Plan, as amended and in effect as of January 1, 2000 and December 15, 2001, is a qualified plan under Section 401(a) of the Code and that the ESOP portion of the Plan is a stock bonus plan as described in Sections 401(a) and 4975(e) of the Code. The Plan has been amended since the receipt of the determination letter; however, the Administrator believes that the Plan continues to be designed and operated in accordance with the applicable provisions of the Code. Therefore, no provision for income taxes or uncertain tax positions have been included in the Plan's financial statements. On January 27, 2011 Altria Client Services Inc., the Plan sponsor, filed with the Internal Revenue Service for a determination that the Plan, as amended to January 1, 2010, continues to qualify under Section 401(a) of the Code and the related Master Trusts continue to be exempt from tax under Section 501(a) of the Code.

**9. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009, (in thousands of dollars):

|  | <b>2010</b>  | <b>2009</b>  |
|--|--------------|--------------|
| Net assets available for benefits per the financial statements                                 | \$ 3,235,815 | \$ 3,081,996 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 29,570       | 9,671        |
| Net assets available for benefits per the Form 5500  | \$ 3,265,385 | \$ 3,091,667 |

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The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2010 (in thousands of dollars):

|  | <b>2010</b> |
|--|-------------|
| Change in net assets available for benefits per the financial statements                         | \$ 153,819  |
| Adjustment for the net change in contract value of fully benefit-responsive investment contracts | 19,899      |
| Change in net assets available for benefits per the Form 5500                                    | \$ 173,718  |

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**DEFERRED PROFIT-SHARING PLAN FOR SALARIED EMPLOYEES**

**Schedule H - Line 4i - Schedule of Assets (Held at End of Year)**

**December 31, 2010**

| (a) | (b) Identity of issue, borrower, lessor, or similar party  | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|-----|--|---|----------|-------------------|
| *   | Altria Client Services Deferred Profit-Sharing Master Trust                                      | Master Trust  | n/a      | \$1,975,762,455   |
| *   | Altria Client Services Deferred Profit-Sharing Trust for Altria Stock, PMI Stock and Kraft Stock | Master Trust  | n/a      | \$1,188,507,295   |
| *   | Notes receivable from participants   | Interest rates range from<br><br>3.25% to 10.25%<br><br>Maturity dates through 2036                         | -0-      | \$30,399,892      |

\* indicates party-in-interest

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Vice President, Compensation & Benefits of Altria Client Services Inc., having administrative responsibility of the Plan, has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

**DEFERRED PROFIT-SHARING PLAN FOR  
SALARIED EMPLOYEES**

By */s/ PETER C. FAUST*  
Peter C. Faust, Vice President,  
Compensation & Benefits,  
Altria Client Services Inc.

Date: June 17, 2011