

ALTRIA GROUP, INC.
Form 3
April 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Beran David R. | | (Month/Day/Year) | ALTRIA GROUP, INC. [MO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 6601 WEST BROAD STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President & CFO | |
| RICHMOND,Â VAÂ 23230 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 260,516 ⁽¹⁾ | D | Â |
| Common Stock | 56,541 | I ⁽²⁾ | DPS |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Option (Right to Buy) | 08/08/2001 | 01/26/2010 | Common Stock | 12,888 | \$ 10.5776 (3) | D | Â |
| Option (Right to Buy) | 02/22/2002 | 01/26/2010 | Common Stock | 41,181 | \$ 10.4228 (3) | D | Â |
| Option (Right to Buy) | 08/11/2004 | 06/23/2008 | Common Stock | 17,834 | \$ 12.4985 (3) | D | Â |
| Option (Right to Buy) | 08/11/2004 | 06/29/2009 | Common Stock | 21,241 | \$ 12.4985 (3) | D | Â |
| Option (Right to Buy) | 08/11/2004 | 01/31/2011 | Common Stock | 29,871 | \$ 12.4985 (3) | D | Â |
| Option (Right to Buy) | 08/11/2004 | 06/29/2009 | Common Stock | 7,434 | \$ 12.4985 (3) | D | Â |
| Option (Right to Buy) | 11/09/2005 | 06/12/2011 | Common Stock | 28,286 | \$ 15.0931 (3) | D | Â |
| Option (Right to Buy) | 11/09/2005 | 01/31/2011 | Common Stock | 5,843 | \$ 15.0931 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Beran David R. 6601 WEST BROAD STREET RICHMOND, VA 23230 | Â | Â | Â Executive Vice President & CFO | Â |

Signatures

Sean X. McKessy for David R. Beran 04/04/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 17,860 shares of Restricted Stock and 77,298 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan.
- (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 Philip Morris International Inc. from Altria Group, Inc. on March 28, 2008.

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.