

PARRISH STEVEN C
Form 4
December 29, 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 *
PARRISH STEVEN C

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)
12/27/2005

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

SVP, Corporate Affairs

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		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	12/27/2005		M		53,815	A	\$ 21.3438	380,394	D	
Common Stock	12/27/2005		F		32,426	D	\$ 75.7115	347,968	D	
Common Stock	12/27/2005		M		131,600	A	\$ 39.7188	479,568	D	
Common Stock	12/27/2005		F		96,973	D	\$ 75.7115	382,595	D	
Common Stock	12/27/2005		M		150,000	A	\$ 40	532,595	D	

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Common Stock	12/27/2005	F	110,840	D	\$ 75.7115	421,755	D	
Common Stock	12/27/2005	M	39,186	A	\$ 40	460,941	D	
Common Stock	12/27/2005	F	28,956	D	\$ 75.7115	431,985 ⁽¹⁾	D	
Common Stock						1,000	I ⁽²⁾	By Son
Common Stock						1,000	I ⁽²⁾	By Daughter
Common Stock						32,253	I	By Family Trust
Common Stock						3,988	I ⁽³⁾	DPS

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

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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)
					V	(A)	(D)	Date Exercisable	
Option (Right to Buy)	\$ 21.3438	12/27/2005		M		53,815	01/26/2001	01/26/2010	Common Stock
Option (Right to Buy)	\$ 39.7188	12/27/2005		M		131,600	06/23/1999	06/23/2008	Common Stock
Option (Right to Buy)	\$ 40	12/27/2005		M		150,000	06/29/2000	06/29/2009	Common Stock
Option (Right to Buy)	\$ 40	12/27/2005		M		39,186	06/29/2004	06/29/2009	Common Stock

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Option (Right to Buy)	\$ 75.7115	12/27/2005	A	32,426	06/27/2006	01/26/2010	Common Stock	3
Option (Right to Buy)	\$ 75.7115	12/27/2005	A	96,973	06/27/2006	06/23/2008	Common Stock	9
Option (Right to Buy)	\$ 75.7115	12/27/2005	A	110,840	06/27/2006	06/29/2009	Common Stock	1
Option (Right to Buy)	\$ 75.7115	12/27/2005	A	28,956	06/27/2006	06/29/2009	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH STEVEN C 120 PARK AVENUE NEW YORK, NY 10017			SVP, Corporate Affairs	

Signatures

G. Penn Holsenbeck for Steven C.
Parrish

12/29/2005

__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 174,370 shares of Restricted Stock and 300 shares held jointly with wife.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Shares held in the Altria Deferred Profit Sharing Plan as of November 30, 2005.

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.