

SZYMANCZYK MICHAEL E  
 Form 4  
 May 15, 2009

**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

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**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)  
 05/13/2009

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

RICHMOND, VA 23230

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	05/13/2009		M		39,452	A	\$ 11.1784
Common Stock	05/13/2009		F		31,414	D	\$ 17.265
Common Stock	05/13/2009		M		82,675	A	\$ 14.8734
Common Stock	05/13/2009		F		76,056	D	\$ 17.265
Common Stock	05/13/2009		M		44,868	A	\$ 14.8734
							979,579
							948,165
							1,030,840
							954,784
							999,652

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Common Stock	05/13/2009	F	41,276	D	\$ 17.265	958,376	D
Common Stock	05/13/2009	M	68,337	A	\$ 16.9047	1,026,713	D
Common Stock	05/13/2009	F	67,514	D	\$ 17.265	959,199 <sup>(1)</sup>	D

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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Option (Right to Buy)	\$ 11.1784	05/13/2009		M	39,452	02/28/2005	06/29/2009	Common Stock	39,452
Option (Right to Buy)	\$ 14.8734	05/13/2009		M	82,675	11/02/2005	06/29/2009	Common Stock	82,675
Option (Right to Buy)	\$ 14.8734	05/13/2009		M	44,868	11/02/2005	06/29/2009	Common Stock	44,868
Option (Right to Buy)	\$ 16.9047	05/13/2009		M	68,337	05/10/2006	06/29/2009	Common Stock	68,337

## Reporting Owners

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

RICHMOND, VA 23230

## Signatures

Sean X. McKessy for Michael E.  
Szymanczyk

05/15/2009

\_\_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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