Edgar Filing: ALTRIA GROUP, INC. - Form 4

ALTRIA GRO	OUP, INC.										
Form 4											
May 21, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5	GES IN BENEFICIAL OWNERSHIP (SECURITIES 6(a) of the Securities Exchange Act of 193					Expires:January 31, 2005Estimated average burden hours per response0.5					
obligations may contin <i>See</i> Instruct 1(b).	nue. Section 17(a)) of the Public Uti 30(h) of the Inv	•	•				n			
(Print or Type Re	esponses)										
1. Name and Ad BAILEY EL	Name and Ticker or Trading A GROUP, INC. [MO]				5. Relationship of Reporting Person(s) to Issuer						
(Last) (First) (Middle) 3. Date			Date of Earliest Transaction				(Check all applicable)				
			h/Day/Year)				_X_Director10% Owner Officer (give titleOther (specify below)Other (specify				
			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
RICHMONE), VA 23230						Form filed by M Person	Aore than One Re	eporting		
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, Amount	(A) o of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/17/2012		А	5,027 (1)	А	\$0	82,290 <u>(2)</u>	D			

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day e s	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	
Phantom Stock Units	<u>(3)</u>	05/17/2012	J	0 (4)	(5)	(5)	Common Stock	0	\$ 0

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director 10% Own		Officer	Other	
BAILEY ELIZABETH E 6601 WEST BROAD STREET RICHMOND, VA 23230	Х				
Signatures					
W. Hildebrandt Surgner, Jr. for l Bailey	E.	/2012			
**Signature of Reporting Pers		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) Deferred stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 66,373 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 1,233 shares acquired through the reinvestment of dividends since February 13, 2012, the date holdings were last reported.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (5) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 5 share equivalents acquired through the reinvestment of dividends since February 13, 2012, the date holdings were last reported.

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.