

WALL CHARLES R
 Form 4
 April 20, 2007

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 *
WALL CHARLES R

(Last) (First) (Middle)
 120 PARK AVENUE
 (Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/30/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (D) Price | | | |
| Common Stock | 03/30/2007 ⁽¹⁾ | | J V | 8,374 <u>(1)</u> A \$ 0 | 369,203 ⁽²⁾ | D | |
| Common Stock | | | | | 4,656 | 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)

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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) | 8. F. Der. Sec. (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 32.9277 (4) | 06/24/1997(4) | | J | V | 0 | | 06/24/1998 | 06/22/2007 | Common Stock | 109,500 |
| Option (Right to Buy) | \$ 29.8085 (4) | 06/23/1998(4) | | J | V | 0 | | 06/23/1999 | 06/23/2008 | Common Stock | 131,600 |
| Option (Right to Buy) | \$ 30.0196 (4) | 06/29/1999(4) | | J | V | 0 | | 06/29/2004 | 06/29/2009 | Common Stock | 150,000 |
| Option (Right to Buy) | \$ 30.0196 (4) | 06/29/1999(4) | | J | V | 0 | | 06/29/2000 | 06/29/2009 | Common Stock | 150,000 |
| Option (Right to Buy) | \$ 16.0183 (4) | 01/26/2000(4) | | J | V | 0 | | 01/26/2001 | 01/26/2010 | Common Stock | 22,939 |
| Option (Right to Buy) | \$ 33.303 (4) | 01/31/2001(4) | | J | V | 0 | | 01/31/2002 | 01/31/2011 | Common Stock | 185,920 |
| Option (Right to Buy) | \$ 36.804 (4) | 06/12/2001(4) | | J | V | 0 | | 01/31/2003 | 06/12/2011 | Common Stock | 151,420 |
| Option (Right to Buy) | \$ 34.1811 (4) | 07/24/2001(4) | | J | V | 0 | | 01/24/2002 | 01/26/2010 | Common Stock | 19,997 |
| Option (Right to Buy) | \$ 60.7484 (4) | 08/15/2006(4) | | J | V | 0 | | 02/15/2007 | 01/26/2010 | Common Stock | 175,663 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALL CHARLES R 120 PARK AVENUE NEW YORK, NY 10017 | | | SVP and General Counsel | |

Signatures

G. Penn Holsenbeck for Charles
R. Wall

04/20/2007

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) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 130,950 shares of Restricted Stock and 33,564 shares of Deferred Stock.
- (3) Shares held in the Altria Deferred Profit Sharing Plan as of March 31, 2007.
- (4) 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 Kraft Foods Inc. on March 30, 2007.

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.