

REED JOHN S
Form 4
April 30, 2007

FORM 4

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

OMB APPROVAL

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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 *
REED JOHN S

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)
04/26/2007

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

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 (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 (A) or (D) Price		
Common Stock	04/26/2007		A		1,715 (1) \$ 70.01		D
					65,328 (2)		

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)

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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)	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. Price of Derivative Security (Instr. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price
Phantom Stock Units	<u>(3)</u>	04/26/2007		A	<u>57</u> <u>(4)</u>	<u>(5)</u>	<u>(5)</u>			Common stock	5,526	\$ 7
Option (Right to Buy)	\$ <u>16.5811</u> <u>(8)</u>	04/27/2000 <u>(8)</u>		J	V	0		10/27/2000	04/27/2010	Common Stock	9,639	\$
Option (Right to Buy)	\$ <u>37.6746</u> <u>(8)</u>	04/26/2001 <u>(8)</u>		J	V	0		10/26/2001	04/26/2011	Common Stock	2,400	\$
Option (Right to Buy)	\$ <u>41.1456</u> <u>(8)</u>	04/25/2002 <u>(8)</u>		J	V	0		10/25/2002	04/25/2012	Common Stock	2,295	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED JOHN S 120 PARK AVENUE NEW YORK, NY 10017			X	

Signatures

G. Penn Holsenbeck for John S. Reed
 Date: 04/30/2007
 **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) Deferred stock awarded under the 2005 Stock Compensation Plan for Non-Employee Directors.
 Includes 7,980 deferred shares held under the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account, including an increase of 76 shares acquired through the reinvestment of dividends since March 30, 2007, the date of the last reportable transaction.

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- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units were acquired on April 26, 2007 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (6) The average of the high and low price of Altria Group, Inc. common stock on April 26, 2007.
- (7) Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes an increase of 66 share equivalents since March 30, 2007, the date of the last reportable transaction.
- (8) 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.

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