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ALTRIA GROUP INC

Form 4

April 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person Harold Brown

120 Park Avenue

NY, New York 10017

- 2. Issuer Name and Ticker or Trading Symbol Altria Group, Inc. (MO)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 3/31/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - (X) Form filed by One Reporting Person
 - () Form filed by More than One Reporting Person

Table I	Non-Derivative	Sogurition	Acquired	Disposed	o f	or	Bonoficially	7 Ournad
Table I	NOII-Derivative	Securities	ACQUITEQ,	Disposed	OI,	OI	penericiaii/	/ Ownea

1. Title of Secur	Trans	s- Exec-	Trans	or Dispose	-		5.Amount of Securities
	actio	on ution 	action	ı 	A/		Beneficially Owned Following
	Date	Date	Code V	7 Amount	D	Price	Reported Trans(s)
Common Stock	1		1 1	1	1 1		20260

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of	2.Con-	3.	3A.	4.	5.Numbe	r of De	e 6.Date Exer	7.Title and Amount	8.P
Derivative	version	Trans-	Deemed	Trans-	rivati	ve Secu	cisable and	of Underlying	of
Security	or Exer	action		action	rities	Acqui	Expiration	Securities	vat
	cise		Execu-		red(A)	or Dis	Date(Month/		Sec
	Price of		ution		posed	of(D)	Day/Year)		rit
	Deriva-						Date Expir		
	tive					A	//Exer- ation	Title and Number	
	Secu-	(Month,	/ (Month			D	cisa- Date	of Shares	
	rity	Day/	/Day/	Code V	Amoun	t I	ble		
	1	Year)	Year)						

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Units	1	003									2
	I					 				 	

Explanation of Responses:

- 1. These units were acquired on March 31, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- 2. The average of the high and low price of Altria Group, Inc. Common Stock on March 31, 2003.
- 3. This is an increase of 1,657 share equivalents since February 28, 2003. The total includes share equivalents acquired and fluctuations in the calculation of values of share equivalents under the deferred fee program of the Altria 1992 Compensation Pla
- n for Non-Employee Directors.
- SIGNATURE OF REPORTING PERSON

Harold Brown

G. Penn Holsenbeck for Harold Brown