

ALTRIA GROUP, INC.
Form S-8
December 16, 2008

As filed with the Securities and Exchange Commission on December 16, 2008

Registration No. 33-10218, 33-13210, 33-40110,

333-139523, 333-148070, 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Altria Group, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

6601 West Broad Street

Richmond, Virginia
(Address of Principal Executive Offices)

13-3260245
(I.R.S. Employer

Identification Number)

23230
(Zip Code)

Deferred Profit-Sharing Plan for Salaried Employees

Deferred Profit-Sharing Plan for Tobacco Workers

Deferred Profit-Sharing Plan for Craft Employees

(Full titles of the plans)

Sean X. McKessy

Corporate Secretary

ALTRIA GROUP, INC.

6601 West Broad Street

Richmond, Virginia 23230

(Name and address of agent for service)

(804) 274-2200

(Telephone number, including area code, of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Title of Plan | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|---|--|--------------------------------|---|---|-----------------------------------|
| Common Stock, \$0.33 1/3 | Deferred Profit-Sharing Plan | | | | |
| par value per share | of Salaried Employees | 28,400,000 shs. (2) | \$14.99 | \$425,716,000 | \$16,730.64 |
| Common Stock, \$0.33 1/3 | Deferred Profit-Sharing Plan for Tobacco Workers | | | | |
| par value per share | | 13,600,000 shs. (2) | \$14.99 | \$203,864,000 | \$8,011.86 |
| Common Stock, \$0.33 1/3 | Deferred Profit-Sharing Plan for Craft Employees | | | | |
| par value per share | | 12,400,000 shs. (2) | \$14.99 | \$185,876,000 | \$7,304.93 |
| Total | | 54,400,000 shs. (2) | | | \$32,047.43 |

(1) Estimated solely for the purpose of computing the registration fee and calculated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, based upon the average of the high and low prices for the common stock reported in the consolidated reporting system on December 9, 2008.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.

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Explanatory Note

Altria Group, Inc. (the Company) is hereby registering an aggregate of 54,400,000 shares of its common stock, \$0.38 per value per share, and an indeterminate amount of plan interests, for issuance pursuant to the following employee benefit plans (collectively, the 401(k) Plans):

| Plan | Number of Shares |
|---|------------------|
| Deferred Profit-Sharing Plan for Salaried Employees | 28,400,000 |
| Deferred Profit-Sharing Plan for Tobacco Workers | 13,600,000 |
| Deferred Profit-Sharing Plan for Craft Employees | 12,400,000 |

A registration statement on Form S-8 relating to the same class of securities and the same employee benefit plans is currently effective, as shown below:

| Plan | Initial Filing Dates | Registration Numbers |
|---|----------------------|--|
| Deferred Profit-Sharing Plan for Salaried Employees | 11/18/86 | 33-10218, 333-139523, 333-148070 |
| Deferred Profit-Sharing Plan for Tobacco Workers | 4/10/87 | 33-13210, 333-139523, 333-148070 |
| Deferred Profit-Sharing Plan for Craft Employees | 4/23/91 | 33-40110, 333-139523, 333-148070 |

The previous Registration Statements on Form S-8 (File No. 33-10218, File No. 33-13210, File No. 33-40110, File No. 333-139523 and File No. 333-148070) filed by us with the Securities and Exchange Commission (the Commission) (the Previous Forms S-8), are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

Item 8. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith). |
| 23.1 | Consent of Hunton & Williams LLP (included in Exhibit 5.1).* |
| 23.2 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith). |
| 24.1 | Powers of Attorney executed by Elizabeth E. Bailey, Gerald L. Baliles, Dinyar S. Devitre, Thomas F. Farrell II, Robert E. R. Huntley, Thomas W. Jones, George Muñoz, Nabil Y. Sakkab and Michael E. Szymanczyk (filed herewith). |

* In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, the Company hereby confirms that it has submitted the 401(k) Plans and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the IRS) in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the 401(k) Plans under Section 401 of the Internal Revenue Code.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 16th day of December, 2008.

ALTRIA GROUP, INC.

By: /s/ Michael E. Szymanczyk
Michael E. Szymanczyk
Chairman of the Board and Chief Executive Officer

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| /s/ Michael E. Szymanczyk (Michael E. Szymanczyk) | Director, Chairman of the Board and Chief Executive Officer | December 16, 2008 |
| /s/ David R. Beran (David R. Beran) | Executive Vice President and Chief Financial Officer | December 16, 2008 |
| /s/ Linda M. Warren (Linda M. Warren) | Vice President and Controller | December 16, 2008 |

Elizabeth E. Bailey, Gerald L. Baliles, Dinyar S. Devitre, Thomas F. Farrell II, Robert E. R. Huntley, Thomas W. Jones, George Muñoz and Nabil Y. Sakkab
Directors

By: /s/ Michael E. Szymanczyk
(Michael E. Szymanczyk, Attorney-in-fact) December 16, 2008

Pursuant to the requirements of the Securities Act, Peter C. Faust, Vice President, Compensation & Benefits, Altria Client Services Inc., having administrative responsibility of the Deferred Profit-Sharing Plan for Salaried Employees, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 16th day of December, 2008.

**DEFERRED PROFIT-SHARING PLAN FOR
SALARIED EMPLOYEES**

By: /s/ Peter C. Faust
Name: Peter C. Faust
Title: Vice President, Compensation & Benefits

Pursuant to the requirements of the Securities Act, Peter C. Faust, Vice President, Compensation & Benefits, Altria Client Services Inc., having administrative responsibility of the Deferred Profit-Sharing Plan for Tobacco Workers, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 16th day of December, 2008.

**DEFERRED PROFIT-SHARING PLAN FOR
TOBACCO WORKERS**

By: /s/ Peter C. Faust
Name: Peter C. Faust
Title: Vice President, Compensation & Benefits

Pursuant to the requirements of the Securities Act, Peter C. Faust, Vice President, Compensation & Benefits, Altria Client Services Inc., having administrative responsibility of the Deferred Profit-Sharing Plan for Craft Employees, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 16th day of December, 2008.

**DEFERRED PROFIT-SHARING PLAN FOR
CRAFT EMPLOYEES**

By: /s/ Peter C. Faust
Name: Peter C. Faust
Title: Vice President, Compensation & Benefits

EXHIBIT INDEX

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* In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, the Company hereby confirms that it has submitted the 401(k) Plans and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the IRS) in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the 401(k) Plans under Section 401 of the Internal Revenue Code.