

HOLSENBECK G PENN
Form 4
April 20, 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 *
HOLSENBECK G PENN

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)
03/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Assc.Gen.Coun.and Corp.Sec

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 (D) Price | | | |
| Common Stock | 03/30/2007 ⁽¹⁾ | | J | V 2,284 <u>(1)</u> | A \$ 0 | 91,100 ⁽²⁾ | D |
| Common Stock | | | | | 505 | I ⁽³⁾ | DPS |

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

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(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. Price or Value of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 36.804 <u>(4)</u> | 06/12/2001 ⁽⁴⁾ | | J | V | 0 | | 01/31/2003 06/12/2011 Common Stock | 5,802 |
| Option (Right to Buy) | \$ 34.1811 <u>(4)</u> | 07/24/2001 ⁽⁴⁾ | | J | V | 0 | | 01/24/2002 01/26/2010 Common Stock | 6,368 |
| Option (Right to Buy) | \$ 37.2055 <u>(4)</u> | 02/04/2002 ⁽⁴⁾ | | J | V | 0 | | 08/04/2002 01/26/2010 Common Stock | 8,404 |
| Option (Right to Buy) | \$ 33.6557 <u>(4)</u> | 10/20/2003 ⁽⁴⁾ | | J | V | 0 | | 04/20/2004 01/26/2010 Common Stock | 14,636 |
| Option (Right to Buy) | \$ 60.2718 <u>(4)</u> | 08/09/2006 ⁽⁴⁾ | | J | V | 0 | | 02/09/2007 06/22/2007 Common Stock | 10,877 |
| Option (Right to Buy) | \$ 63.2213 <u>(4)</u> | 03/15/2007 ⁽⁴⁾ | | J | V | 0 | | 03/30/2007 06/23/2008 Common Stock | 13,346 |
| Option (Right to Buy) | \$ 63.2213 <u>(4)</u> | 03/15/2007 ⁽⁴⁾ | | J | V | 0 | | 03/30/2007 06/29/2009 Common Stock | 14,518 |
| Option (Right to Buy) | \$ 63.2213 <u>(4)</u> | 03/15/2007 ⁽⁴⁾ | | J | V | 0 | | 03/30/2007 06/29/2009 Common Stock | 5,082 |
| Option (Right to Buy) | \$ 63.2213 <u>(4)</u> | 03/15/2007 ⁽⁴⁾ | | J | V | 0 | | 03/30/2007 01/31/2011 Common Stock | 16,973 |
| Option (Right to Buy) | \$ 63.2213 <u>(4)</u> | 03/15/2007 ⁽⁴⁾ | | J | V | 0 | | 03/30/2007 06/12/2011 Common Stock | 9,820 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLSENBECK G PENN 120 PARK AVENUE NEW YORK, NY 10017 | | | VP, Assc.Gen.Coun.and Corp.Sec | |

Signatures

G. Penn
Holsenbeck 04/20/2007

 Date
**Signature of
Reporting Person

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 15,650 shares of Restricted Stock and 9,154 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.