

SZYMANCZYK MICHAEL E
Form 4
May 05, 2010

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 *
SZYMANCZYK MICHAEL E

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2010		M		38,373	A	\$ 16.9047
Common Stock	05/03/2010		F		33,752	D	\$ 21.355
Common Stock	05/03/2010		M		138,166	A	\$ 16.1639
Common Stock	05/03/2010		F		118,754	D	\$ 21.355
Common Stock	05/03/2010		M		54,837	A	\$ 16.1639

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Common Stock	05/03/2010	F	47,133	D	\$ 21.355	1,241,553	D
Common Stock	05/03/2010	M	40,844	A	\$ 18.4228	1,282,397	D
Common Stock	05/03/2010	F	37,603	D	\$ 21.355	1,244,794	D
Common Stock	05/03/2010	M	49,022	A	\$ 19.3594	1,293,816	D
Common Stock	05/03/2010	F	46,375	D	\$ 21.355	1,247,441 ⁽¹⁾	D

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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (Right to Buy)	\$ 16.9047	05/03/2010		M	38,373	05/10/2006	01/31/2011	Common Stock	38,373
Option (Right to Buy)	\$ 16.1639	05/03/2010		M	138,166	11/15/2006	01/31/2011	Common Stock	138,166
Option (Right to Buy)	\$ 16.1639	05/03/2010		M	54,837	11/15/2006	06/12/2011	Common Stock	54,837
Option (Right to Buy)	\$ 18.4228	05/03/2010		M	40,844	02/15/2007	06/12/2011	Common Stock	40,844
Option (Right to Buy)	\$ 19.3594	05/03/2010		M	49,022	08/23/2007	06/12/2011	Common Stock	49,022

