

HUNTLEY ROBERT ER
Form 4
May 12, 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

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 *
HUNTLEY ROBERT ER

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)
6601 WEST BROAD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2010

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

RICHMOND, VA 23230

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 | 06/01/2009 | | G ⁽¹⁾ | | 11,938 | D | \$ 0 | 50,874 | D | |
| Common Stock | 06/01/2009 | | G ⁽¹⁾ | | 11,938 | A | \$ 0 | 11,938 | I | By Spouse |
| Common Stock | 05/10/2010 | | S | | 5,938 | D | \$ 21.5 | 6,000 | I | By Spouse's Estate ⁽²⁾ |

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

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number.

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 of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Phantom Stock Units | (3) | 05/10/2010 | | J | 0 (4) | (5) | (5) | Common Stock | 0 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTLEY ROBERT ER 6601 WEST BROAD STREET RICHMOND, VA 23230 | | X | | |

Signatures

W. Hildebrandt Surgner, Jr. for Robert E. R.
Huntley

05/12/2010

__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) This transaction involved a gift of securities by the reporting person to his spouse.
- (2) Reflects a sale by Mr. Huntley as an executor of his spouse's estate.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (5) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (6) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes an increase of 3,100 share equivalents acquired through the reinvestment of dividends since May 19, 2009, the date of the last reportable transaction.

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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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