

Edgar Filing: FISHBURN J DUDLEY - Form 4

FISHBURN J DUDLEY

Form 4

April 28, 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
 J. Dudley Fishburn
 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
 4/24/2003
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 Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3. Deemed Execu- tion Date	4. Securities Acquired (A) or Disposed of (D) Amount	4. A/ D	5. Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock								4830 1
Deferred Stock Unit	4/24/ 2003		A		1690 2	A	\$32.545	1690

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Code	4. Deemed Execu- tion Date	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date Date Expir- ation	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Explanation of Responses:

1. Includes 373 shares held in the Altria Dividend Reinvestment Plan, including 157 shares acquired since June 2001.
2. Deferred stock units awarded under the United Kingdom Sub Plan of the 2000 Compensation Plan for Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

J. Dudley Fishburn

G. Penn Holsenbeck for J. Dudley Fishburn