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NOTO LUCIO A
Form 4
March 04, 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
Lucio A. Noto
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
2/28/2003
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	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock							10907 1
Common Stock							600
Common Stock							15747

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 (Month/ Day/	3A. Deemed Execu- tion (Month/ Day/	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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	(Year)	(Year)											
Phantom Stock	1-for-1	2/28/ 2		A		115 3		A	N/A	N/A	Common Stock	115	\$38
Units		003											4

Explanation of Responses:

1. Includes i) 6,109 shares held by reporting person, ii) 2,195 shares held jointly with spouse, iii) 1,072 shares held in an IRA, and iv) 1,531 deferred share equivalents held in the 2000 Stock Compensation Plan for Non-Employee Directors as of January 31, 2003 (a decrease of 29 share equivalents since January 31, 2003, reflecting fluctuations in the value of share equivalents under the Plan).
 2. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 3. These units were acquired on February 28, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
 4. The average of the high and low price of Altria Group, Inc. Common Stock on February 28, 2003.
 5. This is a decrease of 61 share equivalents since January 31, 2003. The total includes share equivalents acquired and fluctuations in the value of share equivalents under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- SIGNATURE OF REPORTING PERSON
 Lucio A. Noto
 G. Penn Holsenbeck for Lucio A. Noto