

ALTRIA GROUP, INC.  
Form 4  
November 02, 2007

**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 \*  
**BROWN HAROLD**

(Last) (First) (Middle)  
120 PARK AVENUE  
(Street)  
NEW YORK, NY 10017  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2007

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)

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 Ownership (Instr. 4)
Common Stock	10/31/2007		A	(A) or (D) Price 1,277 (1)	6,886 (3)	D	
Common Stock					12,000	I	By Trust

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)**

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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.	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Phantom Stock Units	<u>(4)</u>	10/31/2007		A	8,626 <u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	8,626
Phantom Stock Units	<u>(4)</u>	10/31/2007		M	1,574	<u>(6)</u>	<u>(6)</u>	Common Stock	1,574

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN HAROLD 120 PARK AVENUE NEW YORK, NY 10017	X			

**Signatures**

G. Penn Holsenbeck for Harold Brown  
11/02/2007

                                          Date

    \*\*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) Shares acquired through the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Shares valued pursuant to the terms of the 2005 Stock Compensation Plan for Non-Employee Directors.
- (3) Deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- (4) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (5) Units acquired through the Altria 1992 Compensation Plan for Non-Employee Directors.
- (6) These units are being settled in cash pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee directors.
- (7) Units valued pursuant to terms of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (8) The average of the high and low price of Altria Group, Inc. common stock on October 31, 2007.
- (9) Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

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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