

ALTRIA GROUP, INC.
Form 3
April 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Keane Denise F.
(Last) (First) (Middle)

6601 WEST BROAD STREET
(Street)

RICHMOND, VA 23230
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/28/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP & General Counsel

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	107,016 ⁽¹⁾	D	Keane Denise F.
Common Stock	507	I ⁽²⁾	DPS

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	01/31/2002	01/31/2011	Common Stock	41,700	\$ 10.0996 (3)	D	Â
Option (Right to Buy)	11/25/2001	01/26/2010	Common Stock	13,763	\$ 11.5289 (3)	D	Â
Option (Right to Buy)	06/12/2002	06/12/2011	Common Stock	33,960	\$ 11.1613 (3)	D	Â
Option (Right to Buy)	08/11/2002	01/26/2010	Common Stock	8,832	\$ 11.3992 (3)	D	Â
Option (Right to Buy)	05/03/2007	06/29/2009	Common Stock	9,062	\$ 18.4774 (3)	D	Â
Option (Right to Buy)	05/03/2007	06/29/2009	Common Stock	18,404	\$ 18.4774 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keane Denise F. 6601 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â EVP & General Counsel	Â

Signatures

Sean X. McKessy for Denise F. Keane
04/04/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,440 shares of Restricted Stock and 53,561 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan.
- (3) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Philip Morris International Inc. from Altria Group, Inc. on March 28, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.