

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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Brennan Nancy E.                        |         | (Month/Day/Year)                     | ALTRIA GROUP, INC. [MO]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 6601 WEST BROAD STREET                    |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>SVP, Marketing, ALCS |  |
| RICHMOND,Â VAÂ 23230                      |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 93,261 <sup>(1)</sup>                                 | D  | Â   |
| Common Stock                    | 94  | I <sup>(2)</sup>   | DPS   |

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

SEC 1473 (7-02)

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**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) | 06/12/2002       | 06/12/2011      | Common Stock | 3,277                      | \$ 11.1613<br>(3) | D                                     | Â |
| Option (Right to Buy) | 08/13/2004       | 01/26/2010      | Common Stock | 15,423                     | \$ 12.4928<br>(3) | D                                     | Â |
| Option (Right to Buy) | 10/21/2005       | 06/29/2009      | Common Stock | 4,142                      | \$ 14.7084<br>(3) | D                                     | Â |
| Option (Right to Buy) | 10/21/2005       | 06/29/2009      | Common Stock | 20,702                     | \$ 14.7084<br>(3) | D                                     | Â |
| Option (Right to Buy) | 08/05/2007       | 01/31/2011      | Common Stock | 21,367                     | \$ 19.7269<br>(3) | D                                     | Â |
| Option (Right to Buy) | 08/05/2007       | 06/12/2011      | Common Stock | 15,735                     | \$ 19.7269<br>(3) | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Brennan Nancy E.<br>6601 WEST BROAD STREET<br>RICHMOND, VA 23230 | Â             | Â         | Â SVP, Marketing, ALCS | Â     |

## Signatures

Sean X. McKessy for Nancy E.  
Brennan

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 8,090 shares of Restricted Stock and 34,940 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.

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