

ALTRIA GROUP, INC.  
Form 4  
November 04, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BALILES GERALD L**

(Last) (First) (Middle)  
  
6601 WEST BROAD STREET  
  
(Street)

**RICHMOND, VA 23230**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/31/2008**

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	6,477 <sup>(1)</sup>	D	

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. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	10/31/2008		J	0 (3)	(4)	(4)	Common Stock	0	\$ 0
Phantom Stock Units	(2)	10/31/2008		M	814	(6)	(6)	Common Stock	814	\$ 19.3 (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALILES GERALD L 6601 WEST BROAD STREET RICHMOND, VA 23230			X	

## Signatures

Sean X. McKessy for Gerald L. Baliles  
 11/04/2008  
 \*\*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) Includes 6,469 deferred shares held in the Stock Compensation Plan for Non-Employee Directors. This is an increase of 119 shares acquired through the reinvestment of dividends since September 30, 2008, the date of the last reportable transaction.
- (2) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (3) No share equivalents acquired or disposed.
- (4) The distribution of phantom stock units in cash is deferred until a specific date as elected by the participant or upon termination of service as a member of the issuer's board of directors.
- (5) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 15 share equivalents acquired through the reinvestment of dividends since September 30, 2008, the date of the last reportable transaction.
- (6) These units are being settled in cash pursuant to the Deferred Fee Plan for Non-Employee Directors and pursuant to a specific date as elected by the participant.

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(7) The average of the high and low price of Altria Group, Inc. common stock on October 31, 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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