

ALTRIA GROUP, INC.
Form 4
April 24, 2007

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 *
GREENBERG DAVID I

(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)
03/30/2007

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)
SVP and Chief Compliance Off.

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)
			Code	V Amount (D) Price			
Common Stock	03/30/2007 ⁽¹⁾		J	V 1,715 <u>(1)</u>	A \$ 0	83,626 ⁽²⁾	D
Common Stock						8,974	I ⁽³⁾ DPS

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

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

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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 34.8227 (4)	07/11/2001(4)		J	V 0	01/11/2002	01/26/2010	Common Stock	16,461
Option (Right to Buy)	\$ 37.108 (4)	02/05/2002(4)		J	V 0	08/05/2002	01/26/2010	Common Stock	12,882
Option (Right to Buy)	\$ 41.8398 (4)	04/30/2004(4)		J	V 0	10/30/2004	06/23/2008	Common Stock	26,985
Option (Right to Buy)	\$ 44.095 (4)	11/18/2004(4)		J	V 0	05/18/2005	06/29/2009	Common Stock	27,276
Option (Right to Buy)	\$ 44.095 (4)	11/18/2004(4)		J	V 0	05/18/2005	06/29/2009	Common Stock	9,552
Option (Right to Buy)	\$ 49.8288 (4)	02/11/2005(4)		J	V 0	08/11/2005	01/31/2011	Common Stock	27,207
Option (Right to Buy)	\$ 54.5494 (4)	09/12/2005(4)		J	V 0	03/12/2006	06/22/2007	Common Stock	20,855
Option (Right to Buy)	\$ 54.5494 (4)	09/12/2005(4)		J	V 0	03/12/2006	06/12/2011	Common Stock	22,244

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENBERG DAVID I
120 PARK AVENUE
NEW YORK, NY 10017

SVP and Chief Compliance Off.

Signatures

G. Penn Holsenbeck for David I
Greenberg

04/24/2007

 **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) Reflects an adjustment to previously granted deferred shares awarded on January 31, 2007 in accordance with the terms of the 2005 Performance Incentive Plan in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.
- (2) Includes 15,200 shares of Restricted Stock, 6,875 shares of Deferred Stock and 55,899 shares held jointly with spouse.
- (3) Shares held in the Altria Deferred Profit Sharing Plan as of March 31, 2007.
- (4) 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 Kraft Foods Inc. on March 30, 2007.

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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