

ALTRIA GROUP, INC.  
Form 3  
April 04, 2008

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <sup>(1)</sup>                                | D  | ^   |
| Common Stock                    | 507   | 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)

**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<br>(3) | D                                     | Â |
| Option (Right to Buy) | 11/25/2001       | 01/26/2010      | Common Stock | 13,763                     | \$ 11.5289<br>(3) | D                                     | Â |
| Option (Right to Buy) | 06/12/2002       | 06/12/2011      | Common Stock | 33,960                     | \$ 11.1613<br>(3) | D                                     | Â |
| Option (Right to Buy) | 08/11/2002       | 01/26/2010      | Common Stock | 8,832                      | \$ 11.3992<br>(3) | D                                     | Â |
| Option (Right to Buy) | 05/03/2007       | 06/29/2009      | Common Stock | 9,062                      | \$ 18.4774<br>(3) | D                                     | Â |
| Option (Right to Buy) | 05/03/2007       | 06/29/2009      | Common Stock | 18,404                     | \$ 18.4774<br>(3) | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Keane Denise F.<br>6601 WEST BROAD STREET<br>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.