Edgar Filing: ALTRIA GROUP, INC. - Form 4

ALTRIA G Form 4	ROUP, INC.													
February 07	7, 2007													
FORM		STATES	SECU	RITIES	AN	JD EX(СНА	NGE C	OMMISSION		PPROVAL			
CURIVI 4 UNITED STATES SECURITIES AND EXCH Washington, D.C. 20549										OMB Number:	3235-0287			
Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES							Expires: Estimated a burden hou response	rs per			
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).														
(Print or Type	Responses)													
PARRISH STEVEN C Symbol				er Name ar					5. Relationship of Reporting Person(s) to Issuer					
(1 t)	(First)	(11-)		A GROU			MO		(Check all applicable)					
				of Earliest ' Day/Year)	Trar	isaction			Director 10% Owner					
120 PARK AVENUE 02/05/2				/2007					XOfficer (give title Other (specify below) SVP, Corporate Affairs					
(Street) 4. If Am				Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
NEW YOF						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Tab	la I Non	Der	nivotivo	Soon	itios A og		or Donoficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)								. – .	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial			
				Code V	7 A	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
Common Stock	02/05/2007			F	1	6,601	D	\$ 86.675 (1)	160,749 <u>(2)</u>	D				
Common Stock									2,000	I <u>(3)</u>	By Son			
Common Stock									2,000	I <u>(3)</u>	By Daughter			
Common Stock									347,655	Ι	By Family Trust			
Common Stock									4,364	I (4)	DPS			

Edgar Filing: ALTRIA GROUP, INC. - Form 4

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Norschau		
						Exercisable	Date	Title	Number		
				Colo V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of her rand, radios	Director	10% Owner	Officer	Other				
PARRISH STEVEN C 120 PARK AVENUE NEW YORK, NY 10017			SVP, Corporate Affairs					
Signatures								
G. Penn Holsenbeck for Steven Parrish	C.	02/0	7/2007					

**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) The average of the high and low price of Altria Group, Inc. common stock on February 5, 2007.
- (2) Includes 116,550 shares of Restricted Stock and 22,900 shares of Deferred Stock.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Shares held in the Altria Deferred Profit Sharing Plan as of January 31, 2007.

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.