

ALTRIA GROUP, INC.
Form S-8 POS
April 11, 2008

As filed with the Securities and Exchange Commission on April 11, 2008

Registration No. 333-148071

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Post-Effective Amendment to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Altria Group, Inc.

(Exact name of registrant as specified in its charter)

Virginia

13-3260245

(State or other jurisdiction of incorporation

(I.R.S. Employer

or organization)

Identification No.)

6601 West Broad Street

Richmond, Virginia

23230

(Address of Principal Executive Offices)

(Zip Code)

Philip Morris International Deferred Profit-Sharing Plan

(Full titles of the plans)

G. Penn Holsenbeck

Philip Morris International Deferred Profit-Sharing Plan

PHILIP MORRIS INTERNATIONAL INC.

120 Park Avenue

New York, NY 10017

(Name and address of agent for service)

(917) 663-2000

(Telephone number, including area code, of agent for service)

Copy to:

Sean X. McKessy

Corporate Secretary

Altria Group, Inc.

6601 West Broad Street

Richmond, Virginia 23230

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Explanatory Statement

Effective as of the close of business on March 28, 2008, the separation of Philip Morris International Inc. (PMI) from Altria Group, Inc. (Altria) and the distribution of 100% of the shares of PMI to Altria s shareholders was completed (the Distribution). In connection with the Distribution, Altria is filing this Post-Effective Amendment to remove from registration all shares of common stock of Altria and all interests that remain unsold under the Philip Morris International Deferred Profit-Sharing Plan under Registration Statement No. 333-148071, filed by the Registrant on Form S-8 on December 14, 2007.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---------------------------------|
| 24 | Powers of Attorney ¹ |

¹ Previously filed as the same numbered Exhibit to the Registrant's Registration Statement on Form S-8, Registration Statement No. 333-139523, filed with the Securities and Exchange Commission on December 20, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 11th day of April, 2008.

ALTRIA GROUP, INC.

By: /S/ MICHAEL E. SZYMANCZYK
Michael E. Szymanczyk, Chairman of the Board

and Chief Executive Officer

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|----------------|
| /s/ MICHAEL E. SZYMANCZYK (Michael E. Szymanczyk) | Chairman of the Board and Chief Executive Officer | April 11, 2008 |
| /s/ DAVID R. BERAN (David R. Beran) | Executive Vice President and Chief Financial Officer | April 11, 2008 |
| /s/ LINDA M. WARREN (Linda M. Warren) | Vice President and Controller | April 11, 2008 |
| /s/ DINYAR S. DEVITRE (Dinyar S. Devitre) | Director | April 11, 2008 |
| Elizabeth E. Bailey, Robert E. R. Huntley, Thomas W. Jones, and George Muñoz* | Directors | |
| *By: <u>/s/ DINYAR S. DEVITRE</u> (Dinyar S. Devitre, Pursuant to Power-of- Attorney) | | April 11, 2008 |

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Pursuant to the requirements of the Securities Act, Daniele Regorda, having administrative responsibility for the Philip Morris International Deferred Profit-Sharing Plan, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lausanne, Switzerland, on this 11th day of April, 2008.

PHILIP MORRIS INTERNATIONAL DEFERRED
PROFIT-

SHARING PLAN

By: /s/ DANIELE REGORDA

Name: Daniele Regorda

Title: Senior Vice President, Human Resources

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