

ALTRIA GROUP, INC.  
Form 4  
March 16, 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 \*  
**HOLSENBECK G PENN**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**120 PARK AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/15/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Assc.Gen.Coun.and Corp.Sec

**NEW YORK, NY 10017**

4. 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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2007		M		18,430	A	\$ 39.7188
Common Stock	03/15/2007		F		13,346	D	\$ 84.24
Common Stock	03/15/2007		M		20,000	A	\$ 40
Common Stock	03/15/2007		F		14,518	D	\$ 84.24
Common Stock	03/15/2007		M		7,000	A	\$ 40

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Common Stock	03/15/2007	F	5,082	D	\$ 84.24	80,511	D	
Common Stock	03/15/2007	M	22,540	A	\$ 44.375	103,051	D	
Common Stock	03/15/2007	F	16,973	D	\$ 84.24	86,078	D	
Common Stock	03/15/2007	M	12,558	A	\$ 49.04	98,636	D	
Common Stock	03/15/2007	F	9,820	D	\$ 84.24	88,816 <sup>(1)</sup>	D	
Common Stock						505	I <sup>(2)</sup>	DPS

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

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(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 39.7188	03/15/2007		M			18,430	06/23/1999	06/23/2008	Common Stock	18,430
Option (Right to Buy)	\$ 40	03/15/2007		M			20,000	06/29/2000	06/29/2009	Common Stock	20,000
Option (Right to Buy)	\$ 40	03/15/2007		M			7,000	06/28/2002	06/29/2009	Common Stock	7,000
Option (Right to Buy)	\$ 44.375	03/15/2007		M			22,540	01/31/2002	01/31/2011	Common Stock	22,540
Option (Right to Buy)	\$ 49.04	03/15/2007		M			12,558	06/12/2002	06/12/2011	Common Stock	12,558

Buy)

Option (Right to Buy)	\$ 84.24	03/15/2007	A	13,346	09/15/2007	06/23/2008	Common Stock	13,346
Option (Right to Buy)	\$ 84.24	03/15/2007	A	14,518	09/15/2007	06/29/2009	Common Stock	14,518
Option (Right to Buy)	\$ 84.24	03/15/2007	A	5,082	09/15/2007	06/29/2009	Common Stock	5,082
Option (Right to Buy)	\$ 84.24	03/15/2007	A	16,973	09/15/2007	01/31/2011	Common Stock	16,973
Option (Right to Buy)	\$ 84.24	03/15/2007	A	9,820	09/15/2007	06/12/2011	Common Stock	9,820

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLSENBECK G PENN 120 PARK AVENUE NEW YORK, NY 10017			VP, Assc.Gen.Coun.and Corp.Sec	

## Signatures

G. Penn  
Holsenbeck                      03/16/2007  
 \*\*Signature of                      Date  
 Reporting Person

## 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 15,650 shares of Restricted Stock and 6,870 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan as of February 28, 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.