

ALTRIA GROUP, INC.

Form 3

April 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Nelson John R.

(Last)

(First)

(Middle)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6601 WEST BROAD STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Pres. of Ops. & Tech., PMUSA

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

RICHMOND, VA 23230

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

168,254 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

				Shares		(I) (Instr. 5)	
Option (Right to Buy)	11/14/2001	01/26/2010	Common Stock	33,542	\$ 11.653 (2)	D	Â
Option (Right to Buy)	05/20/2002	06/23/2008	Common Stock	31,249	\$ 10.8484 (2)	D	Â
Option (Right to Buy)	08/05/2002	06/29/2009	Common Stock	33,206	\$ 11.2535 (2)	D	Â
Option (Right to Buy)	11/20/2002	01/31/2011	Common Stock	16,640	\$ 12.4291 (2)	D	Â
Option (Right to Buy)	06/11/2004	06/29/2009	Common Stock	11,275	\$ 12.0456 (2)	D	Â
Option (Right to Buy)	06/15/2004	01/31/2011	Common Stock	17,863	\$ 12.2265 (2)	D	Â
Option (Right to Buy)	05/10/2005	01/31/2011	Common Stock	33,042	\$ 12.3699 (2)	D	Â
Option (Right to Buy)	11/20/2005	01/31/2011	Common Stock	39,014	\$ 15.3662 (2)	D	Â
Option (Right to Buy)	11/20/2005	06/12/2011	Common Stock	2,452	\$ 15.3662 (2)	D	Â
Option (Right to Buy)	05/21/2006	06/12/2011	Common Stock	52,821	\$ 16.3107 (2)	D	Â
Option (Right to Buy)	11/25/2006	06/12/2011	Common Stock	27,477	\$ 16.4438 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson John R. 6601 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â Pres. of Ops. & Tech., PMUSA	Â

Signatures

Sean X. McKessy for John R. Nelson 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 13,480 shares of Restricted Stock, 58,221 shares of Deferred Stock and 1,080 shares held jointly with wife in the Altria Employee Stock Purchase Plan.

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- (2) 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.

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