

Nelson John R.
Form 4
June 02, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nelson John R.

(Last) (First) (Middle)

6601 WEST BROAD STREET

(Street)

RICHMOND, VA 23230

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction
(Month/Day/Year)

05/29/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	05/29/2009		M		33,206	A	\$ 11.2535
Common Stock	05/29/2009		F		27,001	D	\$ 16.96
Common Stock	05/29/2009		M		11,275	A	\$ 12.0456
Common Stock	05/29/2009		F		9,387	D	\$ 16.96

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (Right to Buy)	\$ 11.2535	05/29/2009		M	33,206	08/05/2002 06/29/2009	Common Stock	33,206
Option (Right to Buy)	\$ 12.0456	05/29/2009		M	11,275	06/11/2004 06/29/2009	Common Stock	11,275

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nelson John R. 6601 WEST BROAD STREET RICHMOND, VA 23230	EVP & Chief Technology Officer

Signatures

Sean X. McKessy for John R.
Nelson 06/02/2009

__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).

Includes 126,680 shares of Restricted Stock and 58,221 shares of Deferred Stock. Total also includes 1,201 shares held jointly with wife
(1) in the Altria Employee Stock Purchase Plan, including 23 shares acquired through the reinvestment of dividends since February 11, 2009, the date of the last reportable transaction.

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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