

ALTRIA GROUP, INC.

Form 3

April 04, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Brennan Nancy E.

(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 Issuer5. 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)
SVP, Marketing, ALCS6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

RICHMOND,Â VAÂ 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

93,261 ⁽¹⁾

D

Â

Common Stock

94

I ⁽²⁾

DPS

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

SEC 1473 (7-02)

**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 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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	06/12/2002	06/12/2011	Common Stock	3,277	\$ 11.1613 (3)	D	Â
Option (Right to Buy)	08/13/2004	01/26/2010	Common Stock	15,423	\$ 12.4928 (3)	D	Â
Option (Right to Buy)	10/21/2005	06/29/2009	Common Stock	4,142	\$ 14.7084 (3)	D	Â
Option (Right to Buy)	10/21/2005	06/29/2009	Common Stock	20,702	\$ 14.7084 (3)	D	Â
Option (Right to Buy)	08/05/2007	01/31/2011	Common Stock	21,367	\$ 19.7269 (3)	D	Â
Option (Right to Buy)	08/05/2007	06/12/2011	Common Stock	15,735	\$ 19.7269 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Nancy E. 6601 WEST BROAD STREET RICHMOND, VA 23230	Â	Â	Â SVP, Marketing, ALCS	Â

Signatures

Sean X. McKessy for Nancy E.
Brennan

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 8,090 shares of Restricted Stock and 34,940 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan.
- (3) 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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