

Beran David R.
Form 4
November 04, 2009

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 *
Beran David R.

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)
6601 WEST BROAD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

RICHMOND, VA 23230

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 | 11/02/2009 | | M | 12,888 A \$ 10.5776 | 378,109 | D | |
| Common Stock | 11/02/2009 | | F | 7,495 D \$ 18.19 | 370,614 | D | |
| Common Stock | 11/02/2009 | | M | 41,181 A \$ 10.4228 | 411,795 | D | |
| Common Stock | 11/02/2009 | | F | 23,597 D \$ 18.19 | 388,198 | D | |
| Common Stock | 11/02/2009 | | M | 29,871 A \$ 12.4985 | 418,069 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|------------------------|------------------|-----|
| Common Stock | 11/02/2009 | F | 20,525 | D | \$ 18.19 | 397,544 | D | |
| Common Stock | 11/02/2009 | M | 5,843 | A | \$ 15.0931 | 403,387 | D | |
| Common Stock | 11/02/2009 | F | 4,849 | D | \$ 18.19 | 398,538 | D | |
| Common Stock | 11/02/2009 | M | 28,286 | A | \$ 15.0931 | 426,824 | D | |
| Common Stock | 11/02/2009 | F | 23,471 | D | \$ 18.19 | 403,353 ⁽¹⁾ | D | |
| Common Stock | | | | | | 65,345 | I ⁽²⁾ | DPS |

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

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.

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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) | \$ 10.5776 | 11/02/2009 | | M | 12,888 | 08/08/2001 01/26/2010 | Common Stock | 12,888 |
| Option (Right to Buy) | \$ 10.4228 | 11/02/2009 | | M | 41,181 | 02/22/2002 01/26/2010 | Common Stock | 41,181 |
| Option (Right to Buy) | \$ 12.4985 | 11/02/2009 | | M | 29,871 | 08/11/2004 01/31/2011 | Common Stock | 29,871 |
| Option (Right to Buy) | \$ 15.0931 | 11/02/2009 | | M | 5,843 | 11/09/2005 01/31/2011 | Common Stock | 5,843 |
| | \$ 15.0931 | 11/02/2009 | | M | 28,286 | 11/09/2005 06/12/2011 | | 28,286 |

Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Beran David R. 6601 WEST BROAD STREET RICHMOND, VA 23230 | | | Executive Vice President & CFO | |

Signatures

W. Hildebrandt Surgner, Jr. for David R.
Beran

11/04/2009

__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).
- (1) Includes 100,900 shares of Restricted Stock and 77,298 shares of Deferred Stock.
 - (2) Shares held in the Altria Deferred Profit Sharing Plan.

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.