

SZYMANCZYK MICHAEL E
 Form 4
 May 15, 2009

FORM 4

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

OMB APPROVAL

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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 *
 SZYMANCZYK MICHAEL E

(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)
 05/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Common Stock	05/13/2009		M		39,452	A	\$ 11.1784
Common Stock	05/13/2009		F		31,414	D	\$ 17.265
Common Stock	05/13/2009		M		82,675	A	\$ 14.8734
Common Stock	05/13/2009		F		76,056	D	\$ 17.265
Common Stock	05/13/2009		M		44,868	A	\$ 14.8734
							979,579
							948,165
							1,030,840
							954,784
							999,652

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Common Stock	05/13/2009	F	41,276	D	\$ 17.265	958,376	D
Common Stock	05/13/2009	M	68,337	A	\$ 16.9047	1,026,713	D
Common Stock	05/13/2009	F	67,514	D	\$ 17.265	959,199 ⁽¹⁾	D

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

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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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Option (Right to Buy)	\$ 11.1784	05/13/2009		M		39,452	02/28/2005	06/29/2009	Common Stock 39,452
Option (Right to Buy)	\$ 14.8734	05/13/2009		M		82,675	11/02/2005	06/29/2009	Common Stock 82,675
Option (Right to Buy)	\$ 14.8734	05/13/2009		M		44,868	11/02/2005	06/29/2009	Common Stock 44,868
Option (Right to Buy)	\$ 16.9047	05/13/2009		M		68,337	05/10/2006	06/29/2009	Common Stock 68,337

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZYMANCZYK MICHAEL E 6601 WEST BROAD STREET	X		Chairman and CEO	

RICHMOND, VA 23230

Signatures

Sean X. McKessy for Michael E.
Szymanczyk

05/15/2009

__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 450,000 shares of Restricted Stock, 128,102 shares of Deferred Stock and 900 shares held in an I.R.A.

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