Nelson John R. Form 4 August 11, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALTRIA GROUP, INC. [MO]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 08/09/2010

(Check all applicable) Director 10% Owner

EVP & Chief Technology Officer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Officer (give title . _ Other (specify below)

6601 WEST BROAD STREET

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23230

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y 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) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 4)	
Common Stock	08/09/2010		M	17,863	A	\$ 12.2265	380,899	D	
Common Stock	08/09/2010		F	13,123	D	\$ 22.605	367,776	D	
Common Stock	08/09/2010		M	33,042	A	\$ 12.3699	400,818	D	
Common Stock	08/09/2010		F	24,396		\$ 22.605		D	
Common Stock	08/09/2010		M	39,014	A	\$ 15.3662	415,436	D	

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Common Stock	08/09/2010	F	31,794	D	\$ 22.605	383,642	D
Common Stock	08/09/2010	M	2,452	A	\$ 15.3662	386,094	D
Common Stock	08/09/2010	F	1,999	D	\$ 22.605	384,095	D
Common Stock	08/09/2010	M	52,821	A	\$ 16.3107	436,916	D
Common Stock	08/09/2010	F	44,321	D	\$ 22.605	392,595	D
Common Stock	08/09/2010	M	27,477	A	\$ 16.4438	420,072	D
Common Stock	08/09/2010	F	23,149	D	\$ 22.605	396,944 (1)	D

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

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SEC 1474 (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 ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 12.2265	08/09/2010		M		17,863	06/15/2004	01/31/2011	Common Stock	17,863
Option (Right to Buy)	\$ 12.3699	08/09/2010		M		33,042	05/10/2005	01/31/2011	Common Stock	33,042
Option (Right to Buy)	\$ 15.3662	08/09/2010		M		39,014	11/20/2005	01/31/2011	Common Stock	39,014
Option (Right to	\$ 15.3662	08/09/2010		M		2,452	11/20/2005	06/12/2011	Common Stock	2,452

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Option (Right to \$ 16.3107 Buy)	08/09/2010	M	52,821	05/21/2006	06/12/2011	Common Stock	52,821
Option (Right to \$ 16.4438 Buy)	08/09/2010	M	27,477	11/25/2006	06/12/2011	Common Stock	27,477

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nelson John R.

6601 WEST BROAD STREET EVP & Chief Technology Officer

RICHMOND, VA 23230

Signatures

W. Hildebrandt Surgner, Jr. for John R. Nelson 08/11/2010

**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 176,940 shares of Restricted Stock and 42,965 shares of Deferred Stock. Total also includes 1,311 shares held jointly with wife (1) in the Altria Employee Stock Purchase Plan, including 21 shares acquired through the reinvestment of dividends since May 5, 2010, 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. 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.

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