

ALTRIA GROUP INC

Form 4

March 04, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

John S. Reed
120 Park Avenue

NY, New York 10017

2. Issuer Name and Ticker or Trading Symbol

Altria Group, Inc. (MO)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year

2/28/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. 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	2. Trans- action	2A. Exec- ution	3. Trans- action	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
	Date	Date	Code/V	Amount A/ D	Price

Common Stock

| 57348 1

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code V	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of vat Sec rit
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Phantom Stock | 1-for-1

| 2 / 28 / 2 |

A	180 2
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| A |

| N/A

| Common Stock | 180

| \$38

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Units		003									3

Explanation of Responses:

1. Includes 34,688 shares in a self-directed IRA/Keogh Account.
2. These units were acquired on February 28, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
3. The average of the high and low price of Altria Group, Inc. Common Stock on February 28, 2003.
4. This is a decrease of 14 share equivalents since January 31, 2003. The total includes share equivalents acquired and fluctuations in the calculation of values of share equivalents under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

John S. Reed

G. Penn Holsenbeck for John S. Reed