

ALTRIA GROUP, INC.  
Form DEFA14A  
October 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2008

**ALTRIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction

of incorporation)

1-8940  
(Commission File Number)

13-3260245  
(I.R.S. Employer

Identification No.)

6601 West Broad Street, Richmond, Virginia  
(Address of principal executive offices)

23230  
(Zip Code)

Registrant's telephone number, including area code: (804) 274-2200

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On October 23, 2008, Altria Group, Inc. ( Altria ) held its third quarter earnings conference call. A transcript of Altria s prepared remarks in connection with the conference call is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in Item 2.02 of this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

In connection with the proposed acquisition of UST discussed in the attached exhibit, UST filed a preliminary proxy statement and intends to file relevant materials with the Securities and Exchange Commission (the SEC ), including a definitive proxy statement on Schedule 14A.

**INVESTORS AND SHAREHOLDERS ARE URGED TO READ UST S PROXY STATEMENT AND ALL RELEVANT DOCUMENTS FILED WITH THE SEC (AS THEY BECOME AVAILABLE) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and shareholders will be able to obtain the documents free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). A free copy of the definitive proxy statement and other relevant documents, when they become available, also may be obtained from UST Inc., 6 High Ridge Park, Building A, Stamford, Connecticut 06905-1323, Attn: Investor Relations. Investors and security holders may access copies of the documents filed with the U.S. Securities and Exchange Commission by UST on its website at [www.ustinc.com](http://www.ustinc.com). Such documents are not currently available.

Altria and UST and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from UST s shareholders in connection with the merger. Information about Altria s directors and executive officers is set forth in Altria s proxy statement on Schedule 14A filed with the SEC on April 24, 2008 and Altria s Annual Report on Form 10-K filed on February 28, 2008. Information about UST s directors and executive officers is set forth in UST s proxy statement on Schedule 14A filed with the SEC on March 24, 2008 and UST s Annual Report on Form 10-K filed on February 22, 2008. Additional information regarding the interests of participants in the solicitation of proxies in connection with the merger will be included in the definitive proxy statement that UST intends to file with the SEC.

**Item 8.01. Other Events.**

See Item 2.02 above.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Transcript of Prepared Remarks dated October 23, 2008 (furnished pursuant to Item 2.02)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALTRIA GROUP, INC.

By: /s/ Sean X. McKessy  
Name: Sean X. McKessy  
Title: Corporate Secretary

DATE: October 23, 2008

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Transcript of Prepared Remarks dated October 23, 2008 (furnished pursuant to Item 2.02) |