ALTRIA GROUP INC

Form 4 October 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **REED JOHN S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

ALTRIA GROUP INC [MO]

(Check all applicable)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

09/30/2005

below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10017

120 PARK AVENUE

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

Security

(Instr. 3)

61,529 (1) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of 2.		3. Transaction Date	3A. Deemed	4.	5. Ni	ımber	6. Date Exercisable and		7. Title and Amount of		8. Price
Derivative	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactionof		Expiration Date		Underlying Securities		Derivativ	
Security				Code	Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
(Instr. 3)	Price of			(Instr. 8)	Securities Acquired (A) or Disposed						
	Derivative										
	Security										
					of (E))					
					(Inst	r. 3, 4,					
					and 5	5)					
				C- 1- 1	7 (A)	(D)	Dete	E!	T:41-	A	
				Code V	7 (A)	(D)		Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Phantom											
	(2)	00/20/2005			136		(4)	(4)	Common	126	\$ 73.30
Stock	<u>(2)</u>	09/30/2005		A	(3)		<u>(4)</u>	(4)	Stock	136	(5)
Linite					_				Stock		_

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other **REED JOHN S** X

120 PARK AVENUE NEW YORK, NY 10017

Signatures

Units

G. Penn Holsenbeck for John S.

Reed 10/04/2005

**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 4,181 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account.
- Phantom stock units convert to common stock on a 1-for-1 basis. **(2)**
- These units were acquired on September 30, 2005 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for (3) Non-Employee Directors.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- The average of the high and low price of Altria Group, Inc. Common Stock on September 30, 2005.
- This is an increase of 136 share equivalents since holdings were last reported. The total reflects share equivalents acquired under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

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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