

MUNOZ GEORGE  
Form 4  
February 20, 2019

**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  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MUNOZ GEORGE

(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)  
02/15/2019

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         | 68,385 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                     |
| Phantom<br>Stock<br>Units                           | (2)                                                                   | 02/15/2019                              |                                                             | J                                       | 0<br>(3)                                                                                                           | (4)                                                            | (4)                | Common<br>Stock                                                     | 0                                      | \$ 0                                                |
| Phantom<br>Stock<br>Units                           | (2)                                                                   | 02/15/2019                              |                                                             | M                                       | 934<br>(6)                                                                                                         | (4)                                                            | (4)                | Common<br>Stock                                                     | 934                                    | \$ 49.0<br>(7)                                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                              | Director      | 10% Owner | Officer | Other |
| MUNOZ GEORGE<br>6601 WEST BROAD STREET<br>RICHMOND, VA 23230 | X             |           |         |       |

## Signatures

W. Hildebrandt Surgner, Jr. for George Munoz  
 02/20/2019  
 \*\*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 38,156 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 1,513 shares acquired through the reinvestment of dividends since May 17, 2018, the date of the last reportable transaction.
- (2) Phantom stock units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (3) No share equivalents acquired or disposed.
- (4) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as previously elected by the participant.  
 Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 519 share equivalents acquired through the reinvestment of dividends since May 17, 2018, the date cumulative holdings in the Deferred Fee Plan for Non-Employee Directors were last reported to the SEC.
- (6) These share equivalents are being settled in cash pursuant to the Deferred Fee Plan for Non-Employee Directors.

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(7) The average of the high and low price of Altria Group, Inc. common stock on February 15, 2019.

(8) Share equivalents held in the Deferred Fee 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.

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