

WOLF STEPHEN M
Form 4
April 30, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLF STEPHEN M

(Last) (First) (Middle)
120 PARK AVENUE
(Street)
NEW YORK, NY 10017
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2007

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 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) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/26/2007		A		1,715 (1) \$ 70.01	22,832 (2)	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)

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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. Derivative Number of Derivative 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)	8. P Deri Secu (Inst			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(3)	04/26/2007		J		0 (4)		(5)	(5)	Common Stock	18,736
Option (Right to Buy)	\$ 16.5811 (7)	04/27/2000(7)		J	V	0		10/27/2000	04/27/2010	Common Stock	9,639
Option (Right to Buy)	\$ 37.6746 (7)	04/26/2001(7)		J	V	0		10/26/2001	04/26/2011	Common Stock	2,400
Option (Right to Buy)	\$ 41.1456 (7)	04/25/2002(7)		J	V	0		10/25/2002	04/25/2012	Common Stock	2,295

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLF STEPHEN M 120 PARK AVENUE NEW YORK, NY 10017	X			

Signatures

G. Penn Holsenbeck for Stephen M.
Wolf

04/30/2007

**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) Deferred stock awarded under the 2005 Stock Compensation Plan for Non-Employee Directors.
 - (2) Includes 10,907 deferred shares held under the 2005 Stock Compensation Plan for Non-Employee Directors, including an increase of 388 shares acquired through the reinvestment of dividends since April 27, 2006, the date of the last reportable transaction.
 - (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.

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- (4) No share equivalents acquired or disposed.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
Share equivalents held in the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors. This includes an
- (6) increase of 793 share equivalents acquired through the reinvestment of dividends since April 27, 2006, the date of the last reportable transaction.
- (7) Reflects a price adjustment to a previously issued option award in accordance with the terms of the Company's equity compensation plans in connection with the spin-off of Kraft Foods Inc. on March 30, 2007.

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.