

ALTRIA GROUP INC  
Form 4  
May 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SZYMANCZYK MICHAEL E

(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)  
05/02/2005

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)  
Chairman and CEO, PM USA

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/02/2005                           |  | M                              |   | 105,927   | A  | \$ 40   |
| Common Stock                    | 05/02/2005                           |  | F                              |   | 78,570  | D  | \$ 40   |
| Common Stock                    | 05/02/2005                           |  | M                              |   | 57,483  | A  | \$ 40   |
| Common Stock                    | 05/02/2005                           |  | F                              |   | 42,638  | D  | \$ 40   |
| Common Stock                    | 05/03/2005                           |  | S                              |   | 6,335   | D  | \$ 65.4223  |
|                                 |                                      |  |                                |   |   |  | 435,799   |
|                                 |                                      |  |                                |   |   |  | 357,229   |
|                                 |                                      |  |                                |   |   |  | 414,712   |
|                                 |                                      |  |                                |   |   |  | 372,074   |
|                                 |                                      |  |                                |   |   |  | 365,739   |

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Common Stock 05/03/2005 S 20,000 D \$ 65.4503 345,739 <sup>(1)</sup> D

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

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

| 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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Am Num Sha  |
| Option (Right to Buy)                      | \$ 40  | 05/02/2005                           |  | M                              | 105,927   | 06/29/2000 06/29/2009                                    | Common Stock 10   |
| Option (Right to Buy)                      | \$ 40  | 05/02/2005                           |  | M                              | 57,483  | 06/29/2004 06/29/2009                                    | Common Stock 57   |
| Option (Right to Buy)                      | \$ 65.35   | 05/02/2005                           |  | A                              | 82,675  | 11/02/2005 06/29/2009                                    | Common Stock 82   |
| Option (Right to Buy)                      | \$ 65.35   | 05/02/2005                           |  | A                              | 44,868  | 11/02/2005 06/29/2009                                    | Common Stock 44   |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| SZYMANCZYK MICHAEL E<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | Chairman and CEO, PM USA |       |

## Signatures

G. Penn Holsenbeck for Michael E. Szymanczyk 05/04/2005

\_\_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).

(1) Includes 228,950 shares of Restricted Stock and 900 shares held in an IRA.

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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