

ALTRIA GROUP, INC.
Form 4
November 12, 2009

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 *
BAILEY ELIZABETH E

(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)
11/09/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/09/2009		M		9,639	A	\$ 5.0285 59,457
Common Stock	11/09/2009		M		2,400	A	\$ 11.4254 61,857
Common Stock	11/09/2009		M		2,295	A	\$ 12.478 64,152
Common Stock	11/09/2009		S		14,334	D	\$ 18.88 52,384 (1)

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

SEC 1474 (9-02)

**required to respond unless the form
displays a currently valid OMB control
number.**

**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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock Units	(2)	11/09/2009		J	0 (3)	(4)	(4)	Common Stock	0
Option (Right to Buy)	\$ 5.0285	11/09/2009		M	9,639	10/27/2000	04/27/2010	Common Stock	9,639
Option (Right to Buy)	\$ 11.4254	11/09/2009		M	2,400	10/26/2001	04/26/2011	Common Stock	2,400
Option (Right to Buy)	\$ 12.478	11/09/2009		M	2,295	10/25/2002	04/25/2012	Common Stock	2,295

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY ELIZABETH E 6601 WEST BROAD STREET RICHMOND, VA 23230	X			

Signatures

W. Hildebrandt Surgner, Jr. for Elizabeth E.
Bailey 11/12/2009

**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 36,467 deferred shares held under the Stock Compensation Plan for Non-Employee Directors, including an increase of 2,566 shares acquired through the reinvestment of dividends since May 19, 2009, 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 distribution of phantom stock units in cash is deferred until a specific date as elected by the participant or upon termination of service as a member of the issuer's board of directors.
- (5) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 858 share equivalents acquired through the reinvestment of dividends since May 19, 2009, the date of the last reportable transaction.

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.