### Edgar Filing: SMITH WALTER V - Form 4

SMITH WA Form 4	LTER V										
February 13	, 2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE O Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OW								OMB AF OMB Number: Expires: Estimated a	PPROVAL 3235-0287 January 31, 2005 average		
Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	Filed pur Filed pur Section 17(	a) of the l	Public U		ie Securi ding Coi	npan	y Act of	e Act of 1934, 1935 or Sectior 0	burden hou response		
(Print or Type ]	Responses)										
SMITH WALTER V Syr			Symbol	r Name <b>an</b> o A GROU				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month			3. Date o (Month/I	TRIA GROUP, INC. [MO] ate of Earliest Transaction nth/Day/Year) 11/2009				(Check all applicable) <u></u> Director <u></u> Officer (give title 10% Owner Other (specify below) Vice President, Taxes			
RICHMON	(Street) D, VA 10017			endment, D nth/Day/Yea	-	al		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	int/Group Filin ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D) 5) Price	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)	
Common Stock	02/11/2009			F	1,369 (1)	D	\$ 16.575 (2)	43,873 <u>(3)</u>	D		
Common Stock								279	I <u>(4)</u>	By Daughter	
Common Stock								8,136 <u>(5)</u>	Ι	DPS	
Common Stock								629 <u>(6)</u>	Ι	КТР	

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SMITH WALTER V			Vice					
6601 WEST BROAD STREET			President,					
RICHMOND, VA 10017			Taxes					
Cianaturaa								

## Signatures

Sean X. McKessy for Walter V. Smith

02/13/2009 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) Shares withheld to satisfy taxes on the vesting of Restricted Stock.
- (2) The average of the high and low price of Altria Group, Inc. common stock on February 11, 2009.
- (3) Includes 27,519 shares of Deferred Stock.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Shares held on the Altria Deferred Profit Sharing Plan as of January 30, 2009.
- (6) Share equivalents held in the Kraft Thrift Plan as of January 30, 2009.

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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