

Willard Howard A.  
Form 4  
November 17, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Willard Howard A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6601 WEST BROAD STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/13/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Strategy & Bus. Develop.

RICHMOND, VA 23230

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 01/15/2009                           |  | L <sup>(1)</sup>               | V 65 A \$ 16.399 205  |   | I <sup>(2)</sup>   | By Wife   |
| Common Stock                    | 04/23/2009                           |  | L <sup>(1)</sup>               | V 65 A \$ 16.818 270  |   | I <sup>(2)</sup>   | By Wife   |
| Common Stock                    | 06/08/2009                           |  | L <sup>(1)</sup>               | V 21 A \$ 17.098 291  |   | I <sup>(2)</sup>   | By Wife   |
| Common Stock                    | 07/07/2009                           |  | L <sup>(1)</sup>               | V 29 A \$ 16.488 320  |   | I <sup>(2)</sup>   | By Wife   |
| Common Stock                    | 07/17/2009                           |  | L <sup>(1)</sup>               | V 13 A \$ 17.292 333  |   | I <sup>(2)</sup>   | By Wife   |

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|              |            |                  |   |        |   |            |                        |                  |         |
|--------------|------------|------------------|---|--------|---|------------|------------------------|------------------|---------|
| Common Stock | 07/20/2009 | L <sup>(1)</sup> | V | 20     | A | \$ 17.228  | 353                    | I <sup>(2)</sup> | By Wife |
| Common Stock | 11/13/2009 | M                |   | 14,615 | A | \$ 11.4595 | 160,377                | D                |         |
| Common Stock | 11/13/2009 | F                |   | 11,223 | D | \$ 19.15   | 149,154                | D                |         |
| Common Stock | 11/13/2009 | M                |   | 6,104  | A | \$ 12.6248 | 155,258                | D                |         |
| Common Stock | 11/13/2009 | F                |   | 4,903  | D | \$ 19.15   | 150,355 <sup>(3)</sup> | D                |         |

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

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(9-02)

**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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Option (Right to Buy)                      | \$ 11.4595   | 11/13/2009                           |  | M                              | 14,615  | 02/14/2003   | 01/26/2010  | Common Stock               | 14,615 |
| Option (Right to Buy)                      | \$ 12.6248   | 11/13/2009                           |  | M                              | 6,104   | 07/30/2004   | 01/26/2010  | Common Stock               | 6,104  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Willard Howard A.<br>6601 WEST BROAD STREET<br>RICHMOND, VA 23230 |               |           | EVP, Strategy & Bus. Develop. |       |

## Signatures

W. Hildebrandt Surgner, Jr. for Howard A.  
Willard

11/17/2009

\_\_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) Exempt small acquisition eligible for deferred reporting under Rule 16a-6. Exempt small acquisition is being reported voluntarily in this Form 4 instead of on a year-end Form 5.
- (2) 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.
- (3) Includes 89,410 shares of Restricted Stock and 37,083 shares of Deferred Stock.

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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