## Edgar Filing: Barrington Martin J. - Form 4

Barrington M	Iartin J.												
Form 4													
January 27, 2	2012												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSIO								OMB APPROVAL					
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE CON Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287				
Check thi if no long										Expires:	January 31,		
subject to	STATI	EMENT O	<b>F CHAN</b>		GES IN BENEFICIAL OWNERSHIP					Estimated average			
Section 1	6.			SECU	SECURITIES						burden hours per		
Form 4 or Form 5			<b>a</b>			a	-			response	0.5		
obligation	- · ·							•	e Act of 1934,				
may cont	inue. Section 1		) of the In	•		•			f 1935 or Sectio	n			
<i>See</i> Instru 1(b).	uction	30(II	) of the fit	vestmen	IL C	Joinpany	Act	01 194	ŧU				
(Print or Type F	Responses)												
1. Name and Address of Reporting Person *2. IsBarrington Martin J.Symbol				2. Issuer Name <b>and</b> Ticker or Trading ymbol					5. Relationship of Reporting Person(s) to Issuer				
Al			ALTRIA	ALTRIA GROUP, INC. [MO]					(Chec	k all applicable	e)		
(Last)	(First)	(Middle)	3. Date of	Earliest 7	Гra	nsaction			, ,		, 		
				th/Day/Year)					Director 10% Owner X_ Officer (give title Other (specify				
6601 WEST	' BROAD STR	EET	01/25/20	)12					below)	below) ice Chairman	er (speeny		
	(Street)		4. If Ame	ndment, E	Date	e Original			6. Individual or Jo	oint/Group Filin	1g(Check		
				ed(Month/Day/Year)					Applicable Line)				
RICHMON	D, VA 23230								_X_ Form filed by 0 Form filed by M Person	One Reporting Pe More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-	De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction I	Date 2A. Dec	emed	3.		4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	·	ion Date, if Transaction(A) or Disposed of					Securities Beneficially	Form: Direct	Indirect Beneficial			
(Instr. 3)		•	any (Month/Day/Year)			Code (D) (Instr. 8) (Instr. 3, 4 and 5)				(D) or Indirect (I)	Ownership		
		× ·	, , , , , , , , , , , , , , , , , , ,		·	× ,			Following	(Instr. 4)	(Instr. 4)		
							(A)		Reported Transaction(s)				
				<b>a</b> :			or	р.	(Instr. 3 and 4)				
Common				Code	V	Amount 65,000	(D)	Price					
Stock	01/25/2012			А		<u>(1)</u>	А	\$0	509,019 <u>(2)</u>	D			

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 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 ( Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) ive ies ed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code	4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting of their funite ( frauless	Director	10% Owner	Officer	Other				
Barrington Martin J. 6601 WEST BROAD STREET RICHMOND, VA 23230			Vice Chairman					
Signatures								
W. Hildebrandt Surgner, Jr. for Martin J.								
Barrington			01/27/2012					
<u>**</u> Signature of Reporting Per	son		Date					
Explanation of Pac	nonc							

## **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) Restricted Stock awarded in accordance with the terms of the Issuer's equity compensation plans.
- (2) Includes 403,650 shares of Restricted Stock.

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.