

ALTRIA GROUP INC  
Form 8-K  
February 07, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 7, 2006**

**ALTRIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction)

**1-8940**  
(Commission)

**13-3260245**  
(I.R.S. Employer)

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of incorporation)

File Number)

Identification No.)

**120 Park Avenue, New York, New York**  
(Address of principal executive offices)

**10017-5592**  
(Zip Code)

Registrant's telephone number, including area code: **(917) 663-4000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Filed as part of this Current Report on Form 8-K are the consolidated balance sheets of Altria Group, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2005 (the Financial Statements); report of management on internal control over financial reporting; the independent registered public accounting firm's report on the Financial Statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting; and the statement regarding computation of ratios of earnings to fixed charges. The Financial Statements, report of management on internal control over financial reporting, and the independent registered public accounting firm's report will be incorporated by reference in Altria Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2005 and included as an exhibit thereto.

**Item 9.01. Financial Statements and Exhibits.**

The Financial Statements, report of management on internal control over financial reporting, together with the independent registered public accounting firm's report thereon, are included herein.

(d) Exhibits

- 12. Statement regarding computation of ratios of earnings to fixed charges.
- 23. Consent of independent registered public accounting firm.
- 99.1. Financial Statements.
- 99.2. Report of management on internal control over financial reporting.
- 99.3. Report of independent registered public accounting firm.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALTRIA GROUP, INC.

By: /s/ DINYAR S. DEVITRE  
Name: Dinyar S. Devitre  
Title: Senior Vice President and Chief Financial Officer

DATE: February 7, 2006

**EXHIBIT INDEX**

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