

ALTRIA GROUP, INC.  
Form 4  
May 21, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
FARRELL THOMAS F II

(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)  
05/17/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/17/2012                           |  | A                              | (A) or (D) Price<br>5,027<br>(1) A \$ 0                           | 39,489 (2)  | D  |                                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |                    |                 |  |                |
|---|--|---|---|--------------------------------------|--|--|---|--|--------------------|-----------------|--|----------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Date<br>Exercisable                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |                |
| Phantom<br>Stock<br>Units                           | (3)  | 05/17/2012                              |   | A                                    |  | 864<br>(4)   |   | (5)  | (5)                | Common<br>Stock | 864                                    | \$ 31.8<br>(6) |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FARRELL THOMAS F II<br>6601 WEST BROAD STREET<br>RICHMOND, VA 23230 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| W. Hildebrandt Surgner, Jr. for Thomas F.<br>Farrell II | 05/21/2012 |
| **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) Deferred stock awarded under the Stock Compensation Plan for Non-Employee Directors.
- (2) Includes 36,989 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 416 shares acquired through the reinvestment of dividends since March 30, 2012, the date of the last reportable transaction.
- (3) Phantom Stock Units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (4) These units were acquired on May 17, 2012 pursuant to the Deferred Fee Plan for Non-Employee Directors.
- (5) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- (6) The average of the high and low price of Altria Group, Inc. common stock on May 17, 2012.
- (7) Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This total includes the May 17, 2012 acquisition of 864 share equivalents under the Deferred Fee Plan for Non-Employee Directors, 190 share equivalents acquired through the reinvestment of dividends and 1 share equivalent as a result of the accumulation of fractional shares since March 30, 2012 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.

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