

REED JOHN S

Form 4

November 02, 2007

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REED JOHN S

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)  
  
120 PARK AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2007

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

NEW YORK, NY 10017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 10/31/2007                              |                                                             | A                                    | (A)<br>or<br>(D)<br>2,126<br>(1)                                           | A (2) 67,649 (3)                                                                                                   | 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.**

SEC 1474  
(9-02)

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

# Edgar Filing: REED JOHN S - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(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 Underlying<br>Securities<br>(Instr. 3 and 4) |                    |                 |                                        |              |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|--------------------|-----------------|----------------------------------------|--------------|
|                                                     |                                                                       |                                         |                                                             | 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                           | (4)                                                                   | 10/31/2007                              |                                                             | A                                       |                                                                                                                 | 1,856<br>(5)                                                   |                                                                     | (6)                                                         | (6)                | Common<br>Stock | 1,856                                  | (7)          |
| Phantom<br>Stock<br>Units                           | (4)                                                                   | 10/31/2007                              |                                                             | A                                       |                                                                                                                 | 117<br>(8)                                                     |                                                                     | (6)                                                         | (6)                | Common<br>Stock | 117                                    | \$ 72<br>(9) |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|------------------------------------------------------|---------------|-----------|---------|-------|
|                                                      | Director      | 10% Owner | Officer | Other |
| REED JOHN S<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               | X         |         |       |

## Signatures

G. Penn Holsenbeck for John S.  
Reed  
11/02/2007

\_\_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) Shares acquired through the 2005 Stock Compensation Plan for Non-Employee Directors.
- (2) Shares valued pursuant to the terms of the 2005 Stock Compensation Plan for Non-Employee Directors.
- (3) Includes 10,301 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors and 34,688 shares in a self-directed Keogh/IRA account, including 104 shares acquired through the reinvestment of dividends since September 28, 2007, the date of the last reportable transaction.
- (4) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (5) Units acquired through the Altria 1992 Compensation Plan for Non-Employee Directors.
- (6) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- (7) Units valued pursuant to the terms of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (8) These units were acquired on October 31, 2007 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

## Edgar Filing: REED JOHN S - Form 4

- (9) The average of the high and low price of Altria Group, Inc. common stock on October 31, 2007.
- (10) Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors, including 83 share equivalents acquired through the reinvestment of dividends since September 28, 2007, 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.

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.