

Nelson John R.
Form 4
August 11, 2010

FORM 4

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

OMB APPROVAL

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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 *
Nelson John R.

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)
08/09/2010

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & Chief Technology Officer

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 | 08/09/2010 | | M | | 17,863 | A | \$ 12.2265 |
| Common Stock | 08/09/2010 | | F | | 13,123 | D | \$ 22.605 |
| Common Stock | 08/09/2010 | | M | | 33,042 | A | \$ 12.3699 |
| Common Stock | 08/09/2010 | | F | | 24,396 | D | \$ 22.605 |
| Common Stock | 08/09/2010 | | M | | 39,014 | A | \$ 15.3662 |
| Common Stock | 08/09/2010 | | M | | 380,899 | D | |
| Common Stock | 08/09/2010 | | F | | 367,776 | D | |
| Common Stock | 08/09/2010 | | M | | 400,818 | D | |
| Common Stock | 08/09/2010 | | F | | 376,422 | D | |
| Common Stock | 08/09/2010 | | M | | 415,436 | D | |

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|--------------|------------|---|--------|---|------------|------------------------|---|
| Common Stock | 08/09/2010 | F | 31,794 | D | \$ 22.605 | 383,642 | D |
| Common Stock | 08/09/2010 | M | 2,452 | A | \$ 15.3662 | 386,094 | D |
| Common Stock | 08/09/2010 | F | 1,999 | D | \$ 22.605 | 384,095 | D |
| Common Stock | 08/09/2010 | M | 52,821 | A | \$ 16.3107 | 436,916 | D |
| Common Stock | 08/09/2010 | F | 44,321 | D | \$ 22.605 | 392,595 | D |
| Common Stock | 08/09/2010 | M | 27,477 | A | \$ 16.4438 | 420,072 | D |
| Common Stock | 08/09/2010 | F | 23,149 | D | \$ 22.605 | 396,944 ⁽¹⁾ | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 12.2265 | 08/09/2010 | | M | 17,863 | 06/15/2004 | 01/31/2011 | Common Stock | 17,863 |
| Option (Right to Buy) | \$ 12.3699 | 08/09/2010 | | M | 33,042 | 05/10/2005 | 01/31/2011 | Common Stock | 33,042 |
| Option (Right to Buy) | \$ 15.3662 | 08/09/2010 | | M | 39,014 | 11/20/2005 | 01/31/2011 | Common Stock | 39,014 |
| Option (Right to Buy) | \$ 15.3662 | 08/09/2010 | | M | 2,452 | 11/20/2005 | 06/12/2011 | Common Stock | 2,452 |

Buy)

| | | | | | | | | |
|--------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 16.3107 | 08/09/2010 | M | 52,821 | 05/21/2006 | 06/12/2011 | Common Stock | 52,821 |
|--------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|

| | | | | | | | | |
|--------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 16.4438 | 08/09/2010 | M | 27,477 | 11/25/2006 | 06/12/2011 | Common Stock | 27,477 |
|--------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson John R. 6601 WEST BROAD STREET RICHMOND, VA 23230 | | | EVP & Chief Technology Officer | |

Signatures

| | |
|---|------------|
| W. Hildebrandt Surgner, Jr. for John R. Nelson | 08/11/2010 |
|---|------------|

__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) Includes 176,940 shares of Restricted Stock and 42,965 shares of Deferred Stock. Total also includes 1,311 shares held jointly with wife in the Altria Employee Stock Purchase Plan, including 21 shares acquired through the reinvestment of dividends since May 5, 2010, 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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