

ALTRIA GROUP INC

Form S-8

September 22, 2005

As filed with the Securities and Exchange Commission on September 22, 2005

**Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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**Altria Group, Inc.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

120 Park Avenue  
New York, New York  
(Address of Principal Executive Offices)

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13-3260245  
(I.R.S. Employer  
Identification Number)

10017  
(Zip Code)

**2005 Performance Incentive Plan**

**2005 Stock Compensation Plan for Non-Employee Directors**

(Full titles of the plans)

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G. PENN HOLSENBECK

Vice President, Associate General Counsel and Corporate Secretary

ALTRIA GROUP, INC.

120 Park Avenue

New York, New York 10017

(Name and address of agent for service)

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(917) 663-4000

(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Title of Plan</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share<sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)</sup></b>	<b>Amount of registration fee</b>
Common Stock, \$0.33 1/3	2005 Performance Incentive Plan	19,750,000 shs. (2)	\$72.36	\$1,429,110,000	\$168,206.25
Common Stock, \$0.33 1/3	2005 Stock Compensation Plan for Non-Employee Directors	250,000 shs. (2)	\$72.36	\$18,090,000	\$2,129.19
		Total 20,000,000 shs. (2)	\$72.36	\$1,447,200,000	\$170,335.44

(1) Estimated solely for the purpose of computing the registration fee and calculated in accordance with Rule 457(c) and 457(h) under the Securities Act of 1933, based upon the average of the high and low prices for the Common Stock reported in the consolidated reporting system on September 15, 2005.

(2) Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

Not required to be filed with the Securities and Exchange Commission (the Commission).

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Altria Group, Inc. (the Company) with the Commission (File No. 1-8940) are incorporated herein by reference and made a part hereof:

- (i) the description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-B, dated July 1, 1985, as amended by Amendment No. 1 on Form 8, dated April 27, 1989, including any subsequent amendment or any report subsequently filed for the purpose of updating such description;
- (ii) the Company's Annual Report on Form 10-K for the year ended December 31, 2004;
- (iii) the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2005;
- (iv) the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2005; and
- (v) the Company's Current Reports on Form 8-K or 8-K/A, as the case may be, filed with the Commission on January 28, 2005, February 2, 2005, March 2, 2005, March 2, 2005, April 20, 2005, May 18, 2005, and June 2, 2005.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of the Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that is incorporated by reference herein modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

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### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Virginia Stock Corporation Act (the "VSCA") permits the Company to indemnify its officers and directors in connection with certain actions, suits and proceedings brought against them if they acted in good faith and believed their conduct to be in the best interests of the Company and, in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The VSCA requires such indemnification when a director entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Company, and further provides that the Company may make any other or further indemnity (including indemnity with respect to a proceeding by or in the right of the Company), and may make additional provision for advances and reimbursement of expenses, if authorized by its articles of incorporation or stockholder-adopted by-laws, except an indemnity against willful misconduct or a knowing violation of the criminal law.

The VSCA establishes a statutory limit on liability of officers and directors of the Company for damages assessed against them in a suit brought by or in the right of the Company or brought by or on behalf of stockholders of the Company and authorizes the Company, with stockholder approval, to specify a lower monetary limit on liability in the Company's articles of incorporation or by-laws; however, the liability of an officer or director shall not be limited if such officer or director engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law. The Company's articles of incorporation provide that an officer or director or former officer or director of the Company shall be indemnified to the full extent permitted by the VSCA as currently in effect or as hereafter amended in connection with any action, suit or proceeding brought by or in the right of the Company or brought by or on behalf of stockholders of the Company. The Company's articles of incorporation further provide for the limitation or elimination of the liability of an officer or director or former officer or director of the Company for monetary damages to the Company or its stockholders in any action, suit or proceeding, to the full extent permitted by the VSCA as currently in effect or as hereafter amended. In addition, the Company carries insurance on behalf of directors and officers.

### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

### ITEM 8. EXHIBITS.

<u>Exhibit No.</u>	<u>Description</u>
4.1	2005 Performance Incentive Plan (filed as Exhibit H to the Company's proxy statement dated March 14, 2005, and incorporated herein by reference).
4.2	2005 Stock Compensation Plan for Non-Employee Directors (filed as Exhibit I to the Company's proxy statement dated March 14, 2005, and incorporated herein by reference).
4.3	Articles of Amendment to the Restated Articles of Incorporation of the Company and Restated Articles of Incorporation (filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, and incorporated herein by reference).
4.4	By-Laws, as amended, of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated December 17, 2004, and incorporated herein by reference).
5	Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith).
23.1	Consent of Hunton & Williams LLP (included in Exhibit 5).
23.2	Consent of PricewaterhouseCoopers LLP (filed herewith).
24	Powers of Attorney executed by Elizabeth E. Bailey, Harold Brown, Mathis Cabiallavetta, Louis C. Camilleri, J. Dudley Fishburn, Robert E. R. Huntley, Thomas W. Jones, George Muñoz, Lucio A. Noto, John S. Reed, Carlos Slim Helú and Stephen M. Wolf (filed herewith).

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ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act );

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on the 22<sup>nd</sup> day of September, 2005.

ALTRIA GROUP, INC.

BY: /s/ LOUIS C. CAMILLERI

Louis C. Camilleri

Chairman of the Board

and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ LOUIS C. CAMILLERI</u> (Louis C. Camilleri)	Director, Chairman of the Board and Chief Executive Officer	September 22, 2005
<u>/s/ DINYAR S. DEVITRE</u> (Dinyar S. Devitre)	Senior Vice President and Chief Financial Officer	September 22, 2005
<u>/s/ JOSEPH A. TIESI</u> (Joseph A. Tiesi)	Vice President and Controller	September 22, 2005
Elizabeth E. Bailey, Harold Brown, Mathis Cabiallavetta, J. Dudley Fishburn, Robert E. R. Huntley, Thomas W. Jones, George Muñoz, Lucio A. Noto, John S. Reed, Carlos Slim Helú and Stephen M. Wolf	Directors	
<u>By: /s/ LOUIS C. CAMILLERI</u> (Louis C. Camilleri, Attorney-in-fact)		September 22, 2005

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