

ALTRIA GROUP, INC.  
Form FWP  
June 08, 2010

Filed Pursuant to Rule 433

Registration No. 333-155009

June 8, 2010

**FINAL TERM SHEET**

**Dated June 8, 2010**

**4.125% Notes due September 11, 2015**

<b>Issuer:</b>	Altria Group, Inc.
<b>Guarantor:</b>	Philip Morris USA Inc.
<b>Aggregate Principal Amount:</b>	\$800,000,000
<b>Maturity Date:</b>	September 11, 2015
<b>Coupon:</b>	4.125%
<b>Interest Payment Dates:</b>	Semi-annually on each March 11 and September 11, commencing March 11, 2011
<b>Price to Public:</b>	99.574% of principal amount
<b>Benchmark Treasury:</b>	2.125% due 05/31/2015
<b>Benchmark Treasury Yield:</b>	1.963%
<b>Spread to Benchmark Treasury:</b>	+225 bps
<b>Yield:</b>	4.213%
<b>Settlement Date (T+3):</b>	June 11, 2010
<b>CUSIP / ISIN:</b>	02209S AK9 / US02209SAK96
<b>Anticipated Ratings:</b>	Baa1 by Moody's Investors Service, Inc.  BBB by Standard & Poor's Ratings Services  BBB+ by Fitch Ratings
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc.  Credit Suisse Securities (USA) LLC  Deutsche Bank Securities Inc.
<b>Co-Managers:</b>	CastleOak Securities, L.P.  Citigroup Global Markets Inc.  Goldman, Sachs & Co.  HSBC Securities (USA) Inc.

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J.P. Morgan Securities Inc.

Morgan Stanley & Co. Incorporated

RBS Securities Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

The Williams Capital Group, L.P.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847, Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037 or Deutsche Bank Securities Inc. toll free at 1-800-503-4611.**