ALTRIA GROUP, INC.

Form 4 May 01, 2006

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NOTO LUCIO A

2. Issuer Name and Ticker or Trading Symbol

ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year)

04/27/2006

_X__ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10017

120 PARK AVENUE

(City)	(State) (.	Table Table	e I - No	n-De	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.		4. Securi		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if		ectio	(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	0)	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership	
								Reported	(IIISu. 4)	(Instr. 4)
					(Δ)			Transaction(s)		
						or		(Instr. 3 and 4)		
			Code	V	Amount	(D)	Price	(,		
Common	04/19/2006		G	V	1,150	D	\$0	31,507	D	
Stock	0 1/1 2/1 2000			•	(1)		Ψΰ	31,307	2	
Common					1 679		\$			
Stock	04/27/2006		A		1,679 (2)	A	71 5	33,352 <u>(3)</u>	D	
Stock					<u> </u>		71.5			
Common	04/19/2006		G	V	1,150	A	\$0	17,085	I (4)	By Wife
Stock	04/17/2000		U	V	1,130	А	φυ	17,003	1 💛	by whe

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	r Expiration Date Un (Month/Day/Year) (In ive ies ed		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(5)</u>	04/27/2006	A	56 (6)	<u>(7)</u>	<u>(7)</u>	Common Stock	56	\$ 71.5 <u>(8</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
NOTO LUCIO A 120 PARK AVENUE NEW YORK, NY 10017	X						

Signatures

G. Penn Holsenbeck for Lucio A.
Noto

05/01/2006

**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) Gift to Wife.
- (2) Deferred stock awarded under the 2005 Stock Compensation Plan for Non-Employee Directors.
- (3) Includes (i) 23,164 shares held by reporting person, (ii) 468 shares held jointly with spouse, and (iii) 9,720 deferred shares held in the 2005 Stock Compensation Plan for Non-Employee Directors.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (6) These units were acquired on April 27, 2006 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- (7) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.

Reporting Owners 2

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- (8) The average of the high and low price of Altria Group, Inc. common stock on April 27, 2006.
- (9) Share equivalents held under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

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.