

Willard Howard A.
Form 4
November 17, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Willard Howard A.

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)
11/13/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Strategy & Bus. Develop.

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	01/15/2009		L ⁽¹⁾	V	65	A	\$ 16.399 205	I ⁽²⁾	By Wife
Common Stock	04/23/2009		L ⁽¹⁾	V	65	A	\$ 16.818 270	I ⁽²⁾	By Wife
Common Stock	06/08/2009		L ⁽¹⁾	V	21	A	\$ 17.098 291	I ⁽²⁾	By Wife
Common Stock	07/07/2009		L ⁽¹⁾	V	29	A	\$ 16.488 320	I ⁽²⁾	By Wife
Common Stock	07/17/2009		L ⁽¹⁾	V	13	A	\$ 17.292 333	I ⁽²⁾	By Wife

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Common Stock	07/20/2009	L ⁽¹⁾	V	20	A	\$ 17.228	353	I ⁽²⁾	By Wife
Common Stock	11/13/2009	M		14,615	A	\$ 11.4595	160,377	D	
Common Stock	11/13/2009	F		11,223	D	\$ 19.15	149,154	D	
Common Stock	11/13/2009	M		6,104	A	\$ 12.6248	155,258	D	
Common Stock	11/13/2009	F		4,903	D	\$ 19.15	150,355 ⁽³⁾	D	

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

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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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 11.4595	11/13/2009		M	14,615	02/14/2003	01/26/2010	Common Stock	14,615
Option (Right to Buy)	\$ 12.6248	11/13/2009		M	6,104	07/30/2004	01/26/2010	Common Stock	6,104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Willard Howard A. 6601 WEST BROAD STREET RICHMOND, VA 23230			EVP, Strategy & Bus. Develop.	

Signatures

W. Hildebrandt Surgner, Jr. for Howard A.
Willard

11/17/2009

__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) Exempt small acquisition eligible for deferred reporting under Rule 16a-6. Exempt small acquisition is being reported voluntarily in this Form 4 instead of on a year-end Form 5.
- (2) 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.
- (3) Includes 89,410 shares of Restricted Stock and 37,083 shares of Deferred Stock.

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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