

McQUADE KATHRYN B.

Form 4

March 05, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 McQUADE KATHRYN B.

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)
 03/01/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

RICHMOND, VA 23230

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	26,722 ⁽¹⁾	D	

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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)		8. Price of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	03/01/2018		J		0 (3)		(4)	(4)	Common Stock	0	\$
Phantom Stock Units	(2)	03/01/2018		I		1,703 (6)		(4)	(4)	Common Stock	1,703	\$ 63 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McQUADE KATHRYN B. 6601 WEST BROAD STREET RICHMOND, VA 23230	X			

Signatures

W. Hildebrandt Surgner, Jr. for Kathryn B.
McQuade

03/05/2018

__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 23,638 deferred shares held in the Stock Compensation Plan for Non-Employee Directors, including an increase of 648 shares acquired through the reinvestment of dividends since May 18, 2017, the date of the last reportable transaction.
- (2) Phantom stock units convert to the cash value of the issuer's common stock on a 1-for-1 basis.
- (3) No share equivalents acquired or disposed.
- (4) The participant will receive distributions of phantom stock units in cash either prior to or following termination of service as a member of the issuer's board of directors, as elected by the participant.
- Share equivalents held in the Deferred Fee Plan for Non-Employee Directors. This includes an increase of 203 share equivalents acquired through the reinvestment of dividends and 1 share equivalent as a result of the accumulation of fractional shares since May 18, 2017, the date of the last reportable transaction.
- (6) On February 5, 2018, the reporting person provided her irrevocable consent to transfer a portion of her Altria share equivalents into an alternative investment account in the Deferred Fee Plan for Non-Employee Directors. The shares were transferred effective March 1, 2018 pursuant to the Deferred Fee Plan.

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(7) The average high and low price of Altria Group, Inc. common stock on February 28, 2018.

(8) Share equivalents held in the Deferred Fee 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.

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