

ALTRIA GROUP INC  
Form 4  
March 07, 2005

**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 \*  
MURPHY KENNETH F

(Last) (First) (Middle)  
120 PARK AVENUE  
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALTRIA GROUP INC [MO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Human Res.and Admin.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/03/2005                           |  | M                              |   | 1,909   | A  | \$ 39.7188  |
| Common Stock                    | 03/03/2005                           |  | F                              |   | 1,416   | D  | \$ 65.77  |
| Common Stock                    | 03/03/2005                           |  | M                              |   | 20,000  | A  | \$ 40   |
| Common Stock                    | 03/03/2005                           |  | F                              |   | 14,880  | D  | \$ 65.77  |
| Common Stock                    | 03/03/2005                           |  | M                              |   | 4,000   | A  | \$ 40   |

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|              |            |   |       |   |           |                       |   |     |
|--------------|------------|---|-------|---|-----------|-----------------------|---|-----|
| Common Stock | 03/03/2005 | F | 2,977 | D | \$ 65.77  | 90,677                | D |     |
| Common Stock | 03/03/2005 | M | 3,262 | A | \$ 44.375 | 93,939                | D |     |
| Common Stock | 03/03/2005 | F | 2,569 | D | \$ 65.77  | 91,370                | D |     |
| Common Stock | 03/04/2005 | S | 1,118 | D | \$ 66.14  | 90,252 <sup>(1)</sup> | D |     |
| Common Stock |            |   |       |   |           | 619 <sup>(2)</sup>    | I | DPS |

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

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(9-02)

**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 Security (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)                      | \$ 39.7188   | 03/03/2005                           |  | M                              | 1,909   | 06/23/1999 06/23/2008                                    | Common Stock  | 1,909                      |                            |
| Option (Right to Buy)                      | \$ 40  | 03/03/2005                           |  | M                              | 20,000  | 06/29/2000 06/29/2009                                    | Common Stock  | 20,000                     |                            |
| Option (Right to Buy)                      | \$ 40  | 03/03/2005                           |  | M                              | 4,000   | 06/29/2002 06/29/2009                                    | Common Stock  | 4,000                      |                            |
| Option (Right to Buy)                      | \$ 44.375  | 03/03/2005                           |  | M                              | 3,262   | 01/31/2002 01/31/2011                                    | Common Stock  | 3,262                      |                            |
| Option (Right to Buy)                      | \$ 65.77   | 03/03/2005                           |  | A                              | 1,492   | 09/03/2005 06/23/2008                                    | Common Stock  | 1,492                      |                            |
| Option                                     | \$ 65.77   | 03/03/2005                           |  | A                              | 15,660  | 09/03/2005 06/29/2009                                    | Common  | 15,660                     |                            |

|                       |          |            |  |   |       |            |            |              |       |
|-----------------------|----------|------------|--|---|-------|------------|------------|--------------|-------|
| (Right to Buy)        |          |            |  |   |       |            |            |              | Stock |
| Option (Right to Buy) | \$ 65.77 | 03/03/2005 |  | A | 3,133 | 09/03/2005 | 06/29/2009 | Common Stock | 3,1   |
| Option (Right to Buy) | \$ 65.77 | 03/03/2005 |  | A | 2,675 | 09/03/2005 | 01/31/2011 | Common Stock | 2,6   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| MURPHY KENNETH F<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | SVP, Human Res.and Admin. |       |

## Signatures

G. Penn Holsenbeck for Kenneth F.  
Murphy

03/07/2005

\*\*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 65,650 shares of Restricted Stock.
- (2) Shares held in the Altria Deferred Profit Sharing Plan as of February 28, 2005.

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.