

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**  
SEC Accession No. **0000764180-05-000049**

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### ISSUER

#### ALTRIA GROUP INC

CIK: **764180** | IRS No.: **133260245** | State of Incorporation: **VA** | Fiscal Year End: **1231**  
SIC: **2000** Food and kindred products

Mailing Address  
120 PARK AVE  
NEW YORK NY 10017

Business Address  
120 PARK AVE  
NEW YORK NY 10017  
9176634000

### REPORTING OWNER

#### BAILEY ELIZABETH E

CIK: **1012971** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-08940** | Film No.: **05789944**  
SIC: **3822** Auto controls for regulating residential & comml environments

Mailing Address  
120 PARK AVE  
NEW YORK NY 10017

Business Address  
HONEYWELL PLZ  
P O BOX 524  
MINNEAPOLIS MN 55408  
6129511000

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 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

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

1. Name and Address of Reporting Person <b>BAILEY ELIZABETH E</b>			2. Issuer Name and Ticker or Trading Symbol <b>ALTRIA GROUP INC [MO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>					
<b>120 PARK AVENUE</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
<b>NEW YORK, NY 10017</b>								
(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/28/2005		A		1,842 <sup>(1)</sup>	A \$65.16	25,612 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Units	<sup>(3)</sup>	03/31/2005		J		0 <sup>(4)</sup>		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	0	\$ 0	17,482 <sup>(6)</sup>	D	

**Explanation of Responses:**

- Deferred stock awarded under the 2005 Stock Compensation Plan for Non-Employee Directors.
- Includes 380 shares acquired through the reinvestment of dividends.
- Phantom stock units convert to common stock on a 1-for-1 basis.
- No share equivalents acquired or disposed.

5. These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
6. This is an increase of 904 share equivalents since April 29, 2004. The increase reflects the reinvestment of dividends under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

### Signatures

G. Penn Holsenbeck for Elizabeth E. Bailey

\*\* Signature of Reporting Person

05/02/2005

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**