

Edgar Filing: ALTRIA GROUP INC - Form 4

ALTRIA GROUP INC

Form 4

March 04, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 John D. Nichols
 120 Park Avenue

 NY, New York 10017
2. Issuer Name and Ticker or Trading Symbol
 Altria Group, Inc. (MO)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 2/28/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3A. Deemed- Execu- tion	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock								18956 1
Common Stock								1200
Common Stock								1200
Common Stock								12800

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva-	3. Trans- action	3A. Deemed- Execu- tion	4. Trans- action	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D)	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir-	7. Title and Amount of Underlying Securities	8. P of vat Sec rit
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Security	(Month/Day/Year)	(Month/Day/Year)	Code	Amount	A/D	Exercisable	Expiration Date	Title and Number of Shares	
Phantom Stock Units	1-28-2003	1-28-2003	A	115.3	A		N/A	Common Stock	115.3
									\$38.4

Explanation of Responses:

1. Includes i) 7,725 shares held directly, ii) 10,500 shares held in a self-directed Retirement Account and iii) 731 deferred share equivalents held in the 2000 Stock Compensation Plan for Non-Employee Directors as of February 28, 2003.

This is a decrease of 14 share equivalents since January 31, 2003, resulting from share fluctuations in the 2000 Stock Compensation Plan for Non-Employee Directors.

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. These units were acquired on February 28, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

4. The average of the high and low price of Altria Group, Inc. Common Stock on February 28, 2003.

5. This is a decrease of 4 share equivalents since January 31, 2003. The total includes share equivalents acquired and fluctuations in the calculation of values of share equivalents under the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

John D. Nichols

G. Penn Holsenbeck for John D. Nichols