Johnson Craig A. Form 5 March 29, 2013

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: January 31, 2005
Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Johnson Craig A. Symbol ALTRIA GROUP, INC. [MO] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner _ Officer (give title X Other (specify 12/31/2012 below) below) 6601 WEST BROAD STREET Pres&CEO, Altria Grp Dist. Co. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

RICHMOND, VAÂ 23230

(State)

(7in)

(City)

_X_Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State) (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/26/2011	Â	G5 <u>(1)</u>	Amount 52,740	(D)	Price \$ 0	252,760 (2)	D	Â	
Common Stock	10/26/2011	Â	G5 <u>(1)</u>	52,740	A	\$ 0	52,740	I	By Family Trust	
Common Stock	04/09/2012	Â	G5 <u>(1)</u>	41,157	D	\$0	228,970 <u>(3)</u> <u>(4)</u>	D	Â	
Common Stock	04/09/2012	Â	G5 <u>(1)</u>	41,157	A	\$0	93,897 (5)	I	By Family Trust	

Common Stock \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 30 I By son $\underline{(6)}$ Reminder: Report on a separate line for each class of Persons who respond to the collection of information

securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Johnson Craig A.

6601 WEST BROAD STREET Â Â Â Pres&CEO, Altria Grp Dist. Co. Â

RICHMOND, VAÂ 23230

Signatures

W. Hildebrandt Surgner, Jr. for Craig A.
Johnson
03/29/2013

**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) This transaction involved a gift of securities by the reporting person to his Family Trust.
- (2) Total reflects 252,760 shares of Restricted Stock as of December 31, 2011.
- (3) Total reflects 228,970 shares of Restricted Stock as of December 31, 2012.
- (4) This total takes into account previously reported transactions by the reporting person during the year ended December 31, 2012. The total does not take into account transactions that occurred and were reported after the year ended December 31, 2012.
- (5) This total does not take into account any transactions that occurred after the year ended December 31, 2012.

Reporting Owners 2

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(6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.