ALTRIA GROUP INC

Form 4 May 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SZYMANCZYK MICHAEL E			2. Issuer Name and Ticker or Trading Symbol ALTRIA GROUP INC [MO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(==== an appneasie)		
			(Month/Day/Year)	Director 10% Owner		
120 PARK AVENUE			05/02/2005	_X_ Officer (give title Other (specify below) Chairman and CEO, PM USA		
(Street) NEW YORK, NY 10017			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year)			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own						Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date 2A. Deemed 3. 4. Securities Acqu		` ,	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)		
Common Stock	05/02/2005		M	105,927	A	\$ 40	435,799	D	
Common Stock	05/02/2005		F	78,570	D	\$ 40	357,229	D	
Common Stock	05/02/2005		M	57,483	A	\$ 40	414,712	D	
Common Stock	05/02/2005		F	42,638	D	\$ 40	372,074	D	
Common Stock	05/03/2005		S	6,335	D	\$ 65.4223	365,739	D	

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Common Stock 05/03/2005 S 20,000 D $\frac{\$}{65.4503}$ $345,739 \frac{(1)}{...}$ 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)

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. Transact Code (Instr. 8)	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
	j			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Option (Right to Buy)	\$ 40	05/02/2005		M	,	105,927	06/29/2000	06/29/2009	Common Stock	10
Option (Right to Buy)	\$ 40	05/02/2005		M		57,483	06/29/2004	06/29/2009	Common Stock	57
Option (Right to Buy)	\$ 65.35	05/02/2005		A	82,675		11/02/2005	06/29/2009	Common Stock	82
Option (Right to Buy)	\$ 65.35	05/02/2005		A	44,868		11/02/2005	06/29/2009	Common Stock	44

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CZYMANCZYW MICHAELE						

SZYMANCZYK MICHAEL E 120 PARK AVENUE

Chairman and CEO, PM USA

NEW YORK, NY 10017

Signatures

G. Penn Holsenbeck for Michael E. Szymanczyk 05/04/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 228,950 shares of Restricted Stock and 900 shares held in an IRA.

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