## Edgar Filing: Beran David R. - Form 4

Beran David Form 4	R.										
February 17,									omb af	PROVAL	
FORN	STATES	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 6. r Filed pur ns section 17(	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							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Beran David R.			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALTRIA GROUP, INC. [MO]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 6601 WEST BROAD STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2010					(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title 0ther (specify below) Executive Vice President & CFO			
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
RICHMON	D, VA 23230							Person	lore than One Re	porung	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	(A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	02/12/2010			F	8,254 (1)	D	\$ 19.57 (2)	609,759 <u>(3)</u>	D		
Common Stock								66,441	I <u>(4)</u>	DPS	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Beran David R. 6601 WEST BROAD STREET RICHMOND, VA 23230			Executive Vice Preside & CFO	ent				
Signaturos								

## Signatures

W. Hildebrandt Surgner, Jr. for David R. Beran

\*\*Signature of Reporting Person

02/17/2010

#### 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) Shares withheld to satisfy taxes on the vesting of Deferred Stock.
- (2) The average of the high and low price of Altria Group, Inc. common stock on February 12, 2010.
- (3) Includes 315,560 shares of Restricted Stock and 57,045 shares of Deferred Stock.
- (4) Shares held in the Altria Deferred Profit Sharing Plan.

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.