

Nelson John R.
Form 4
August 11, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nelson John R.

2. Issuer Name and Ticker or Trading Symbol
ALTRIA GROUP, INC. [MO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6601 WEST BROAD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Technology Officer

RICHMOND, VA 23230

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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	08/09/2010		M		17,863	A	\$ 12.2265
Common Stock	08/09/2010		F		13,123	D	\$ 22.605
Common Stock	08/09/2010		M		33,042	A	\$ 12.3699
Common Stock	08/09/2010		F		24,396	D	\$ 22.605
Common Stock	08/09/2010		M		39,014	A	\$ 15.3662
Common Stock	08/09/2010		M		380,899	D	
Common Stock	08/09/2010		F		367,776	D	
Common Stock	08/09/2010		M		400,818	D	
Common Stock	08/09/2010		F		376,422	D	
Common Stock	08/09/2010		M		415,436	D	

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Common Stock	08/09/2010	F	31,794	D	\$ 22.605	383,642	D
Common Stock	08/09/2010	M	2,452	A	\$ 15.3662	386,094	D
Common Stock	08/09/2010	F	1,999	D	\$ 22.605	384,095	D
Common Stock	08/09/2010	M	52,821	A	\$ 16.3107	436,916	D
Common Stock	08/09/2010	F	44,321	D	\$ 22.605	392,595	D
Common Stock	08/09/2010	M	27,477	A	\$ 16.4438	420,072	D
Common Stock	08/09/2010	F	23,149	D	\$ 22.605	396,944 ⁽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. 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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 12.2265	08/09/2010		M	17,863	06/15/2004	01/31/2011	Common Stock	17,863
Option (Right to Buy)	\$ 12.3699	08/09/2010		M	33,042	05/10/2005	01/31/2011	Common Stock	33,042
Option (Right to Buy)	\$ 15.3662	08/09/2010		M	39,014	11/20/2005	01/31/2011	Common Stock	39,014
Option (Right to Buy)	\$ 15.3662	08/09/2010		M	2,452	11/20/2005	06/12/2011	Common Stock	2,452

Buy)

Option (Right to Buy)	\$ 16.3107	08/09/2010	M	52,821	05/21/2006	06/12/2011	Common Stock	52,821
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Option (Right to Buy)	\$ 16.4438	08/09/2010	M	27,477	11/25/2006	06/12/2011	Common Stock	27,477
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson John R. 6601 WEST BROAD STREET RICHMOND, VA 23230			EVP & Chief Technology Officer	

Signatures

W. Hildebrandt Surgner, Jr. for John R. Nelson	08/11/2010
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__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).

Includes 176,940 shares of Restricted Stock and 42,965 shares of Deferred Stock. Total also includes 1,311 shares held jointly with wife (1) in the Altria Employee Stock Purchase Plan, including 21 shares acquired through the reinvestment of dividends since May 5, 2010, the date of the last reportable transaction.

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.