

Brennan Nancy E.
Form 4
November 23, 2010

FORM 4

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

OMB APPROVAL

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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 *
Brennan Nancy 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) (First) (Middle)
6601 WEST BROAD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Marketing, ALCS

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	11/19/2010		M		3,277	A	\$ 11.1613
Common Stock	11/19/2010		F		2,240	D	\$ 24.685
Common Stock	11/19/2010		M		21,367	A	\$ 19.7269
Common Stock	11/19/2010		F		18,888	D	\$ 24.685
Common Stock	11/19/2010		M		15,735	A	\$ 19.7269
							209,406
							207,166
							228,533
							209,645
							225,380

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Common Stock	11/19/2010	F	13,909	D	\$ 24.685	211,471 ⁽¹⁾	D	
Common Stock						158	I ⁽²⁾	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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 11.1613	11/19/2010		M	3,277	06/12/2002 06/12/2011	Common Stock	3,277	
Option (Right to Buy)	\$ 19.7269	11/19/2010		M	21,367	08/05/2007 01/31/2011	Common Stock	21,367	
Option (Right to Buy)	\$ 19.7269	11/19/2010		M	15,735	08/05/2007 06/12/2011	Common Stock	15,735	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Nancy E. 6601 WEST BROAD STREET RICHMOND, VA 23230			SVP, Marketing, ALCS	

Signatures

W. Hildebrandt Surgner, Jr. for Nancy E. Brennan
11/23/2010

__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) Includes 113,400 shares of Restricted Stock and 25,786 shares of Deferred Stock.
- (2) Shares held in the Altria Deferred Profit-Sharing Plan, including 17 shares acquired through the reinvestment of dividends since February 12, 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.

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