

DELISI NANCY J
Form 4
October 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
DELISI NANCY J

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)
120 PARK AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

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

SVP, Mergers and Acquisitions

NEW YORK, NY 10017

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	10/26/2005		M	19,500 A \$ 34.8958	185,533	D	
Common Stock	10/26/2005		M	22,800 A \$ 43.875	208,333	D	
Common Stock	10/26/2005		M	37,133 A \$ 40.575	245,466	D	
Common Stock	10/26/2005		S	79,433 D \$ 74.8245	166,033 ⁽¹⁾	D	
Common Stock					84 ⁽²⁾	I	DPS

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

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(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)	\$ 34.8958	10/26/2005		M	19,500	06/25/1997	06/23/2006	Common Stock	19,500
Option (Right to Buy)	\$ 43.875	10/26/2005		M	22,800	06/24/1998	06/22/2007	Common Stock	22,800
Option (Right to Buy)	\$ 40.575	10/26/2005		M	37,133	02/01/2004	01/26/2010	Common Stock	37,133

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELISI NANCY J 120 PARK AVENUE NEW YORK, NY 10017			SVP, Mergers and Acquisitions	

Signatures

G. Penn Holsenbeck for Nancy J. De Lisi
Date: 10/28/2005

**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 69,070 shares of Restricted Stock.

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(2) Shares held in the Altria Deferred Profit Sharing Plan as of September 30, 2005.

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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