

ALTRIA GROUP, INC.  
Form FWP  
August 02, 2010

Filed Pursuant to Rule 433

Registration No. 333-155009

August 2, 2010

**FINAL TERM SHEET**

**Dated August 2, 2010**

**4.125% Notes due September 11, 2015**

<b>Issuer:</b>	Altria Group, Inc.
<b>Guarantor:</b>	Philip Morris USA Inc.
<b>Aggregate Principal Amount:</b>	\$200,000,000
	The Notes constitute a further issuance of, and will be consolidated and form a single series with, the \$800,000,000 aggregate principal amount of 4.125% Notes due 2015 issued by the Company on June 11, 2010.
<b>Maturity Date:</b>	September 11, 2015
<b>Coupon:</b>	4.125%
<b>Interest Payment Dates:</b>	Semi-annually on each March 11 and September 11, commencing March 11, 2011
<b>Price to Public:</b>	104.868% of principal amount, plus \$1,237,500 of accrued interest at a rate of 4.125% from June 11, 2010 until the date of issuance of the notes offered hereby.
<b>Benchmark Treasury:</b>	1.75% due 07/31/2015
<b>Benchmark Treasury Yield:</b>	1.613%
<b>Spread to Benchmark Treasury:</b>	147 bps

**Yield:** 3.083%

**Settlement Date (T+3):** August 5, 2010

**CUSIP / ISIN:** 02209S AK9 / US02209SAK96

**Joint Book-Running Managers:** Barclays Capital Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.

**Co-Managers:** CastleOak Securities, L.P.  
Citigroup Global Markets Inc.  
Goldman, Sachs & Co.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities Inc.  
Morgan Stanley & Co. Incorporated  
RBS Securities Inc.  
Santander Investment Securities Inc.  
Scotia Capital (USA) Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847, Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037 or Deutsche Bank Securities Inc. toll free at 1-800-503-4611.**