

ALTRIA GROUP, INC.  
Form 8-K  
October 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 25, 2011

**ALTRIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-8940**  
(Commission File Number)

**13-3260245**  
(I.R.S. Employer  
Identification No.)

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**6601 West Broad Street, Richmond, Virginia**

**23230**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (804) 274-2200**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Appointment of Directors**

On October 25, 2011, the Board of Directors of Altria Group, Inc. ( Altria ) elected W. Leo Kiely III to the Board of Directors. Mr. Kiely is not being named to any committee of the Board of Directors at this time.

The Board of Directors made an affirmative determination that Mr. Kiely qualifies as an independent director under the New York Stock Exchange listing standards and Altria s standards for director independence.

Mr. Kiely will be compensated for his service on Altria s Board pursuant to the existing compensation program for non-employee directors described in detail in Altria s proxy statement dated April 8, 2011.

A copy of the press release issued by Altria announcing the appointment of Mr. Kiely is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information on the respective websites of Altria and its subsidiaries is not, and shall not be deemed to be, a part of this report or incorporated into any other filings Altria makes with the Securities and Exchange Commission.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In connection with the appointment of Mr. Kiely, on October 25, 2011, the Board of Directors of Altria amended Article II, Section 2 of its Amended and Restated By-Laws, in order to increase the size of the Board from nine (9) to ten (10) directors effective immediately. Altria s Amended and Restated By-Laws are attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 3.1 Amended and Restated By-Laws of Altria Group, Inc.
- 99.1 Altria Group, Inc. Press Release dated October 25, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALTRIA GROUP, INC.

By: /s/ W. HILDEBRANDT SURGNER, JR.  
Name: W. Hildebrandt Surgner, Jr.  
Title: Corporate Secretary and  
Senior Assistant General Counsel

DATE: October 25, 2011

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Altria Group, Inc. Press Release dated October 25, 2011.