

ALTRIA GROUP, INC.
Form DEF 14A
April 09, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission
Only(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Altria Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed: April 9, 2015

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6601 West Broad Street

Richmond, Virginia 23230

Dear Fellow Shareholder:

It is my pleasure to invite you to join us at the 2015 Annual Meeting of Shareholders of Altria Group, Inc. to be held on Wednesday, May 20, 2015 at 9:00 a.m., Eastern Time, at the Greater Richmond Convention Center, 403 North 3rd Street, Richmond, Virginia 23219.

At this year's meeting, we will vote on the election of 11 directors, two compensation plans, the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm and, if properly presented, three shareholder proposals. We will also conduct a non-binding advisory vote to approve the compensation of the Company's named executive officers. There also will be a report on the Company's business, and shareholders will have an opportunity to ask questions.

To attend the meeting, an admission ticket and government-issued photo identification are required. **To request an admission ticket, please follow the instructions on page 9 in response to Question 16.** One immediate family member who is 21 years of age or older may accompany a shareholder as a guest.

We use the U.S. Securities and Exchange Commission rule that allows companies to furnish proxy materials to their shareholders over the Internet. We believe this expedites shareholders receiving proxy materials, lowers costs and conserves natural resources. We thus are mailing to many shareholders a Notice of Internet Availability of Proxy Materials (Notice), rather than a paper copy of the Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The Notice explains how to access the proxy materials online, vote online and obtain a paper copy of our proxy materials.

Your vote is very important. I encourage you to complete, sign and return your proxy card, or use telephone or Internet voting prior to the meeting, so that your shares will be represented and voted at the meeting even if you cannot attend.

April 9, 2015

Sincerely,

Martin J. Barrington

Chairman, Chief Executive Officer and President

**For further information about the 2015 Annual Meeting,
please call 1-804-484-8838**

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**NOTICE OF 2015 ANNUAL MEETING OF
SHAREHOLDERS OF ALTRIA GROUP, INC.**

DATE AND TIME: Wednesday, May 20, 2015 at 9:00 a.m., Eastern Time

PLACE: The Greater Richmond Convention Center
403 North 3rd Street
Richmond, Virginia 23219

- ITEMS OF BUSINESS:**
- 1) To elect as directors the 11 nominees named in the accompanying Proxy Statement.
 - 2) To approve the 2015 Performance Incentive Plan.
 - 3) To approve the 2015 Stock Compensation Plan for Non-Employee Directors.
 - 4) To ratify the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2015.
 - 5) To hold a non-binding advisory vote to approve the compensation of the Company's named executive officers.
 - 6) To vote on three shareholder proposals, if properly presented at the meeting.
 - 7) To transact other business properly coming before the meeting.

WHO CAN VOTE: You are entitled to vote if you were a shareholder of record at the close of business on Monday, March 30, 2015.

VOTING:

We urge you to participate in the meeting, either by attending and voting in person or by voting through other acceptable means as promptly as possible. You may vote by telephone, through the Internet or by mailing your completed and signed proxy card (or voting instruction form, if you hold your shares through a broker, bank or other nominee). Each share is entitled to one vote on each matter to be voted upon at the annual meeting. Your vote is important and we urge you to vote.

MEETING ADMISSION:

If you plan to attend the meeting, you must request an admission ticket in advance. To request an admission ticket, please follow the instructions on page 9 in response to Question 16 of the accompanying Proxy Statement.

2014 ANNUAL REPORT:

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 accompanies this Proxy Statement.

DATE OF DISTRIBUTION:

This Notice, the Proxy Statement and proxy card are first being made available or mailed to shareholders on or about April 9, 2015.

By Order of the Board of Directors,

W. Hildebrandt Surgner, Jr.
Corporate Secretary

April 9, 2015

Richmond, Virginia

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 20, 2015**

The Company's Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2014 are available, free of charge, at www.altria.com/proxy.

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