

GREENBERG DAVID I
Form 4
November 22, 2004

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 *
GREENBERG DAVID I

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)
11/18/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Chief Compliance Off.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/18/2004 | | M | | 11,380 A \$ 40 | D | |
| Common Stock | 11/18/2004 | | F | | 9,182 D \$ 58.755 | D | |
| Common Stock | 11/18/2004 | | M | | 32,500 A \$ 40 | D | |
| Common Stock | 11/18/2004 | | F | | 26,219 D \$ 58.755 | D | |
| Common Stock | 11/19/2004 | | S | | 1,427 D \$ 57.73 | D | (1) |

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Common Stock 8,140 ⁽²⁾ I 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 40 | 11/18/2004 | | M | 11,380 | 06/29/2002 06/29/2009 | Common Stock | 11,380 |
| Option (Right to Buy) | \$ 40 | 11/18/2004 | | M | 32,500 | 06/29/2000 06/29/2009 | Common Stock | 32,500 |
| Option (Right to Buy) | \$ 58.755 | 11/18/2004 | | A | 9,552 | 05/18/2005 06/29/2009 | Common Stock | 9,552 |
| Option (Right to Buy) | \$ 58.755 | 11/18/2004 | | A | 27,276 | 05/18/2005 06/29/2009 | Common Stock | 27,276 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENBERG DAVID I
120 PARK AVENUE
NEW YORK, NY 10017

SVP and Chief Compliance Off.

Signatures

G. Penn Holsenbeck for David I Greenberg

11/22/2004

**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 25,400 shares of Restricted Stock and 42,120 shares held jointly with spouse.

(2) Share equivalents held in the Altria Deferred Profit Sharing Plan as of October 31, 2004.

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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