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ALTRIA GROUP INC

Form 4

May 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person John S. Reed

120 Park Avenue

NY, New York 10017

- 2. Issuer Name and Ticker or Trading Symbol Altria Group, Inc. (MO)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 4/30/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - (X) Form filed by One Reporting Person
 - () Form filed by More than One Reporting Person

Tahla T -	- Non-Derivative	Sacuritias	Acquired	Dienosed	o f	or	Reneficially	7 Owned
Table I -	- NOII-Derryative	Securities	ACGUITEG,	DISPOSED	O_{\perp}	OT	DellettCtatt/	Owned

1. Title of Se	± '	3. 4.Securities Trans or Dispose	*	5.Amount of Securities
	action ution	action		Beneficially
	1 1	1 1 1	A/	Owned Following
	Date Date	Code V Amount	D Pr	ice Reported Trans(s)
Common Stock			1 1	59038 1

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of	2.Con-	13.	3A.	4.	5.Number	of De	6.Date Exer 7	.Title and Amount	8.P
Derivative	version	Trans-	Deemed	Trans-	rivativ	re Secu	cisable and	of Underlying	of
Security	or Exer	action		action	rities	Acqui	Expiration	Securities	vat
	cise	1	Execu-	-	red(A)	or Dis	Date(Month/		Sec
	Price of		ution	1 1	posed o	of(D)	Day/Year)		rit
	Deriva-	1		1 1			Date Expir		
	tive	1		1 1		A/	/ Exer- ation	Title and Number	
	Secu-	(Month/	(Month	1		D	cisa- Date	of Shares	
	rity	Day/	/Day/	Code V	Amount	.	ble		
	1	Year)	Year)						

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Units	I	003			1 1		I				3

Explanation of Responses:

- 1. Includes 34,688 shares in a self-directed IRA/Keogh Account and 1,690 restricted deferred share equivalents.
- 2. These units were acquired on April 30, 2003 pursuant to the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.
- 3. The average of the high and low price of Altria Group, Inc. Common Stock on April 30, 2003.
- 4. This is a decrease of 30 share equivalents since March 31, 2003, the date deferred compensation was last reported to the SEC. The total includes share equivalents acquired, reinvestment of dividends and fluctuations in the value of share equivalents \mathbf{u}

nder the deferred fee program of the Altria 1992 Compensation Plan for Non-Employee Directors.

SIGNATURE OF REPORTING PERSON

John S. Reed

G. Penn Holsenbeck for John S. Reed