ALTRIA GROUP, INC.
Form 8-K
February 05, 2007

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): February 5, 2007

ALTRIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Virginia	**1-8940**	**13-3260245**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

120 Park Avenue, New York, New York	**10017-5592**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (917) 663-4000

(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 8.01. Other Events.

Filed as part of this Current Report on Form 8-K are the consolidated balance sheets of Altria Group, Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of earnings, stockholders equity and cash flows for each of the three years in the period ended December 31, 2006 (the Financial Statements); report of management on internal control over financial reporting; the independent registered public accounting firm s report on the Financial Statements, management s assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting; and the statement regarding computation of ratios of earnings to fixed charges. The Financial Statements, report of management on internal control over financial reporting, and the independent registered public accounting firm s report will be incorporated by reference in Altria Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2006 and included as an exhibit thereto.

Item 9.01. Financial Statements and Exhibits.

The Financial Statements, report of management on internal control over financial reporting, together with the independent registered public accounting firm s report thereon, are included herein.

(d) Exhibits

12.	Statement regarding computation of ratios of earnings to fixed charges.
23.	Consent of independent registered public accounting firm.
99.1.	Financial Statements.
99.2.	Report of management on internal control over financial reporting.
99.3.	Report of independent registered public accounting firm.

SIGNATURE

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/ DINYAR S. DEVITRE
Name: Dinyar S. Devitre
Title: Senior Vice President and Chief Financial Officer

DATE: February 5, 2007

EXHIBIT INDEX

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