

ALTRIA GROUP, INC.  
Form S-8  
October 28, 2010

As filed with the Securities and Exchange Commission on October 28, 2010

Registration Nos. 33-10218, 33-13210, 333-139523,

333-148070, 333-156188, 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Altria Group, Inc.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of

**13-3260245**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

6601 West Broad Street

Richmond, Virginia  
(Address of Principal Executive Offices)

23230  
(Zip Code)

Deferred Profit-Sharing Plan for Salaried Employees

Deferred Profit-Sharing Plan for Hourly Employees

(Full titles of the plans)

W. Hildebrandt Surgner, Jr.

*Corporate Secretary and Senior Assistant General Counsel*

ALTRIA GROUP, INC.

6601 West Broad Street

Richmond, Virginia 23230

(Name and address of agent for service)

(804) 274-2200

(Telephone number, including area code, of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

| Title of securities<br>to be registered         |  | Title of Plan | Amount<br>to be<br>registered | Proposed                                  | Proposed                                  | Amount of<br>registration fee |
|---|--|---------------|-------------------------------|---|---|-------------------------------|
|   |  |               |                               | maximum<br>offering price<br>per share(1) | maximum<br>aggregate<br>offering price(1) |                               |
| Common Stock, \$0.33<br>1/3 par value per share | Deferred Profit-Sharing Plan for<br>Salaried Employees |               | 50,000,000 shs. (2)           | \$25.01                                   | \$1,250,500,000                           | \$89,160.65                   |
| Common Stock, \$0.33<br>1/3 par value per share | Deferred Profit-Sharing Plan for<br>Hourly Employees   |               | 50,000,000 shs. (2)           | \$25.01                                   | \$1,250,500,000                           | \$89,160.65                   |
| Total   |  |               | 100,000,000 shs. (2)          |   | \$2,501,000,000                           | \$178,321.30                  |

- (1) Estimated solely for the purpose of computing the registration fee and calculated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices for the common stock reported in the consolidated reporting system on October 27, 2010.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

- (2) Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.

Explanatory Note

Altria Group, Inc. (the Company) is hereby registering an aggregate of 100,000,000 shares of its common stock, \$0.33 par value per share, and an indeterminate amount of plan interests, for issuance pursuant to the following employee benefit plans (collectively, the 401(k) Plans):

| Plan  | Number of Shares |
|---|------------------|
| Deferred Profit-Sharing Plan for Salaried Employees | 50,000,000       |
| Deferred Profit-Sharing Plan for Hourly Employees   | 50,000,000       |

Registration statements on Form S-8 relating to the same class of securities and the same employee benefit plans are currently effective, as shown below:

| Plan   | Initial Filing Dates | Registration Numbers |
|--|----------------------|----------------------|
| Deferred Profit-Sharing Plan for Salaried Employees            | 11/18/86             | 33-10218             |
|  |                      | 333-139523           |
|  |                      | 333-148070           |
|  |                      | 333-156188           |
| Deferred Profit-Sharing Plan for Hourly Employees <sup>1</sup> | 4/10/87              | 33-13210             |
|  |                      | 333-139523           |
|  |                      | 333-148070           |

The previous registration statements on Form S-8, together with post-effective amendments thereto (File No. 33-10218, File No. 33-13210, File No. 333-139523, File No. 333-148070 and File No. 333-156188) filed by the Company with the Securities and Exchange Commission (the Commission) (the Previous Forms S-8), are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

<sup>1</sup> Effective September 1, 2009, the Deferred Profit-Sharing Plan for Craft Employees has been merged with and into the Deferred Profit-Sharing Plan for Tobacco Workers, which was renamed Deferred Profit-Sharing Plan for Hourly Employees. As the registration statement for the Deferred Profit-Sharing Plan for Craft Employees is no longer effective, it is not reflected above.

**Item 8. Exhibits.**

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith).  |
| 5.2         | In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, the Company hereby confirms that it has submitted the 401(k) Plans and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the IRS) in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the 401(k) Plans under Section 401 of the Internal Revenue Code. |
| 23.1        | Consent of Hunton & Williams LLP (included in Exhibit 5.1).   |
| 23.2        | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).  |
| 24.1        | Powers of Attorney executed by Elizabeth E. Bailey, Gerald L. Baliles, John T. Casteen III, Dinyar S. Devitre, Thomas F. Farrell II, Robert E. R. Huntley, Thomas W. Jones, George Muñoz and Nabil Y. Sakkab (incorporated by reference to Exhibit 24 to the Registrant's registration statement on Form S-8, File No. 333-167516, filed with the Commission on June 15, 2010).   |
| 99.1        | Deferred Profit-Sharing Plan for Salaried Employees (filed herewith).   |
| 99.2        | Deferred Profit-Sharing Plan for Hourly Employees (filed herewith).   |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on the 28th day of October, 2010.

**ALTRIA GROUP, INC.**

By: /s/ MICHAEL E. SZYMANCZYK  
Michael E. Szymanczyk  
Chairman of the Board and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>  | <b>Date</b>      |
|---|---|------------------|
| /s/ MICHAEL E. SZYMANCZYK<br><br>(Michael E. Szymanczyk)  | Director, Chairman of the Board and Chief Executive Officer | October 28, 2010 |
| /s/ DAVID R. BERAN<br><br>(David R. Beran)  | Executive Vice President and Chief Financial Officer        | October 28, 2010 |
| /s/ LINDA M. WARREN<br><br>(Linda M. Warren)  | Vice President and Controller                               | October 28, 2010 |
| Elizabeth E. Bailey, Gerald L. Baliles, John T. Casteen III, Dinyar S. Devitre, Thomas F. Farrell II, Robert E. R. Huntley, Thomas W. Jones, George Muñoz and Nabil Y. Sakkab | Directors   |                  |
| By: /s/ MICHAEL E. SZYMANCZYK<br><br>(Michael E. Szymanczyk, Attorney-in-Fact)  |   | October 28, 2010 |

Pursuant to the requirements of the Securities Act of 1933, Peter C. Faust, Vice President, Compensation & Benefits, Altria Client Services Inc., having administrative responsibility of the Deferred Profit-Sharing Plan for Salaried Employees, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on the 28th day of October, 2010.

**DEFERRED PROFIT-SHARING PLAN FOR  
SALARIED EMPLOYEES**

By: /s/ PETER C. FAUST  
Name: Peter C. Faust  
Title: Vice President, Compensation & Benefits

Pursuant to the requirements of the Securities Act of 1933, Peter C. Faust, Vice President, Compensation & Benefits, Altria Client Services Inc., having administrative responsibility of the Deferred Profit-Sharing Plan for Hourly Employees, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on the 28th day of October, 2010.

**DEFERRED PROFIT-SHARING PLAN FOR  
HOURLY EMPLOYEES**

By: /s/ PETER C. FAUST  
Name: Peter C. Faust  
Title: Vice President, Compensation & Benefits



**EXHIBIT INDEX**

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