

ALTRIA GROUP, INC.  
Form FWP  
May 02, 2011

**Filed Pursuant to Rule 433**

**Registration No. 333-155009**

**May 2, 2011**

**FINAL TERM SHEET**

**Dated May 2, 2011**

**4.750% Notes due 2021**

<b>Issuer:</b>	Altria Group, Inc.
<b>Guarantor:</b>	Philip Morris USA Inc.
<b>Aggregate Principal Amount:</b>	\$1,500,000,000
<b>Maturity Date:</b>	May 5, 2021
<b>Coupon:</b>	4.750%
<b>Interest Payment Dates:</b>	Semi-annually on each May 5 and November 5, commencing November 5, 2011
<b>Price to Public:</b>	99.575% of principal amount
<b>Benchmark Treasury:</b>	3.625% due February 15, 2021
<b>Benchmark Treasury Yield:</b>	3.284%
<b>Spread to Benchmark Treasury:</b>	152 bps
<b>Yield:</b>	4.804%
<b>Settlement Date (T+3):</b>	May 5, 2011
<b>CUSIP / ISIN:</b>	02209SAL7 / US02209SAL79

**Joint Book-Running Managers:** Goldman, Sachs & Co.  
RBS Securities Inc.  
Citigroup Global Markets Inc.

**Senior Co-Managers:** Morgan Stanley & Co. Incorporated  
Santander Investment Securities Inc.  
Scotia Capital (USA) Inc.  
Wells Fargo Securities, LLC

**Co-Managers:** Barclays Capital Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities Inc.  
CastleOak Securities, L.P.  
Loop Capital Markets LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll free at 1-866-471-2526, RBS Securities Inc. toll free at 1-866-884-2071 or Citigroup Global Markets Inc. toll free at 1-877-858-5407.**