

ALTRIA GROUP, INC.  
Form S-8 POS  
June 22, 2007

As filed with the Securities and Exchange Commission on June 22, 2007

Registration Nos. 033-01479; 033-01480; 033-37115;

033-17870; 033-39162; 033-38781; 333-16127; 333-20747; 333-71268; 333-139522

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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Post-Effective Amendments to

**FORM S-8**

REGISTRATION STATEMENTS

UNDER

THE SECURITIES ACT OF 1933

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**Altria Group, Inc.**

(Exact name of registrant as specified in its charter)

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Virginia  
(State or other jurisdiction of  
incorporation or organization)

13-3260245  
(I.R.S. Employer  
Identification Number)

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120 Park Avenue  
New York, New York  
(Address of Principal Executive Offices)

10017  
(Zip Code)

**Kraft Foods Global, Inc. TIP Plan**

# **Kraft Foods Global, Inc. Thrift Plan**

(Full titles of the plans)

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**G. Penn Holsenbeck**

*Vice President, Associate General Counsel and Corporate Secretary*

**ALTRIA GROUP, INC.**

**120 Park Avenue**

**New York, New York 10017**

(Name and address of agent for service)

**(917) 663-4000**

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

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**Explanatory Statement**

Effective as of the close of business on March 30, 2007, Altria Group, Inc. (the Company) completed the separation of Kraft Foods Inc. (Kraft) from the Company and distributed all of Kraft shares owned by the Company to the Company's shareholders (the Distribution). In connection with the Distribution, the Company is filing these Post-Effective Amendments to remove from registration all shares of common stock of the Company and all interests that remain unsold under the Kraft Foods Global, Inc. TIP Plan and the Kraft Foods Global, Inc. Thrift Plan.

This Post-Effective Amendment constitutes the following:

Post-Effective Amendment No. 4 to Registration Statement No. 033-01479, initially filed by the Registrant on Form S-8 on November 12, 1985;

Post-Effective Amendment No. 2 to Registration Statement No. 033-01480, initially filed by the Registrant on Form S-8 on November 12, 1985;

Post-Effective Amendment No. 2 to Registration Statement No. 033-37115, initially filed by the Registrant on Form S-8 on October 4, 1990;

Post-Effective Amendment No. 4 to Registration Statement No. 033-17870, initially filed by the Registrant on Form S-8 on October 13, 1987;

Post-Effective Amendment No. 2 to Registration Statement No. 033-38781, initially filed by the Registrant on Form S-8 on January 28, 1991;

Post-Effective Amendment No. 3 to Registration Statement No. 033-39162, initially filed by the Registrant on Form S-8 on March 1, 1991;

Post-Effective Amendment No. 1 to Registration Statement No. 333-16127, initially filed by the Registrant on Form S-8 on November 14, 1996;

Post-Effective Amendment No. 1 to Registration Statement No. 333-20747, initially filed by the Registrant on Form S-8 on January 30, 1997;

Post-Effective Amendment No. 1 to Registration Statement No. 333-71268, initially filed by the Registrant on Form S-8 on October 9, 2001;  
and

Post-Effective Amendment No. 1 to Registration Statement No. 333-139522, filed by the Registrant on Form S-8 on December 20, 2006.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
24	Powers of Attorney <sup>1</sup>

<sup>1</sup> Previously filed as the same numbered Exhibit to the Registrant's Registration Statement on Form S-8, Registration Statement No. 333-139522, filed with the Securities and Exchange Commission on December 20, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of New York, State of New York, on the 22<sup>nd</sup> day of June, 2007.

ALTRIA GROUP, INC.

By: /s/ LOUIS C. CAMILLERI  
Louis C. Camilleri, Chairman of the Board and  
Chief Executive Officer

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Pursuant to the requirements of the Securities Act, 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/ LOUIS C. CAMILLERI  (Louis C. Camilleri)	Director, Chairman of the Board and Chief Executive Officer	June 22, 2007
/s/ DINYAR S. DEVITRE  (Dinyar S. Devitre)	Senior Vice President and Chief Financial Officer	June 22, 2007
/s/ JOSEPH A. TIESI  (Joseph A. Tiesi)	Vice President and Controller	June 22, 2007
Elizabeth E. Bailey, Harold Brown, Mathis Cabiallavetta, J. Dudley Fishburn, Robert E. R. Huntley, Thomas W. Jones, George Muñoz, Lucio A. Noto, John S. Reed, and Stephen M. Wolf	Directors	
*By: /s/ LOUIS C. CAMILLERI (Louis C. Camilleri, Pursuant to Power-of-Attorney)		June 22, 2007

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Pursuant to the requirements of the Securities Act, the Kraft Foods Global, Inc. Administrative Committee, having administrative responsibility of the Kraft Foods Global, Inc. TIP Plan, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on the 22<sup>nd</sup> day of June, 2007.

KRAFT FOODS GLOBAL, INC. TIP PLAN

By: /s/ JILL YOUMAN  
Name: Jill Youman  
Title: Vice President, Human Resources,

Global Diversity and Benefits,

Kraft Foods Global, Inc.

Pursuant to the requirements of the Securities Act, the Kraft Foods Global, Inc. Administrative Committee, having administrative responsibility of the Kraft Foods Global, Inc. Thrift Plan, has duly caused this Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Northfield, State of Illinois, on the 22<sup>nd</sup> day of June, 2007.

KRAFT FOODS GLOBAL, INC. THRIFT PLAN

By: /s/ JILL YOUMAN  
Name: Jill Youman  
Title: Vice President, Human Resources,

Global Diversity and Benefits,

Kraft Foods Global, Inc.

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