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FORM 8-K

ALTRIA GROUP, INC. - MO

Filed: May 20, 2010 (period: May 20, 2010)

Report of unscheduled material events or corporate changes.

**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): May 20, 2010

ALTRIA GROUP, INC.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-8940
(Commission File Number)

13-3260245
(I.R.S. Employer
Identification No.)

6601 West Broad Street, Richmond, Virginia
(Address of principal executive offices)

23230
(Zip Code)

Registrant's telephone number, including area code: (804) 274-2200

(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 5.07. Submission of Matters to a Vote of Security Holders.

On May 20, 2010, Altria Group, Inc. (the “Company”) held its Annual Meeting of Shareholders (“Annual Meeting”). There were 1,676,148,793 shares of common stock of the Company, constituting 80.49% of outstanding shares on March 29, 2010, the record date, represented in person or by proxy at the meeting. The matters voted upon at the Annual Meeting and the final results of such voting are set forth below:

Proposal 1: To elect ten directors of the Company.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
Elizabeth E. Bailey	1,028,212,275	224,425,647	3,577,385	419,933,486
Gerald L. Baliles	1,192,164,439	60,505,086	3,545,782	419,933,486
John T. Casteen III	1,152,820,169	99,690,117	3,705,021	419,933,486
Dinyar S. Devitre	1,225,876,711	26,705,904	3,632,692	419,933,486
Thomas F. Farrell II	1,194,567,413	57,916,953	3,730,941	419,933,486
Robert E. R. Huntley	1,213,945,684	38,553,645	3,715,978	419,933,486
Thomas W. Jones	1,239,574,678	12,934,081	3,706,548	419,933,486
George Muñoz	1,241,324,351	11,098,537	3,792,419	419,933,486
Nabil Y. Sakkab	1,193,156,262	59,292,573	3,766,472	419,933,486
Michael E. Szymanczyk	1,232,685,031	20,100,384	3,429,892	419,933,486

All director nominees were duly elected.

Proposal 2: Approval of the 2010 Performance Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
1,058,912,214	190,444,226	6,858,867	419,933,486

The 2010 Performance Incentive Plan was approved.

Proposal 3: Ratification of the selection of PricewaterhouseCoopers LLP as Independent Auditors for the fiscal year ending December 31, 2010.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,647,793,977	21,909,335	6,445,481

The selection of Independent Auditors was ratified.

Proposal 4: Shareholder Proposal Regarding Food Insecurity and Tobacco Use.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
45,092,195	998,127,926	212,995,186	419,933,486

The proposal was defeated.

Proposal 5: Shareholder Proposal Regarding Creation of Human Rights Protocols for the Company and Its Suppliers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
214,681,277	838,704,074	202,829,956	419,933,486

The proposal was defeated.

Item 7.01. Regulation FD Disclosure.

In connection with the Annual Meeting, on May 20, 2010, the Company issued a press release in which the Company, among other things, reaffirmed earnings guidance for 2010. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including the exhibits hereto, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Altria Group, Inc. Press Release dated May 20, 2010

SIGNATURES

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/ W. HILDEBRANDT SURGNER, JR.

Name: W. Hildebrandt Surgner, Jr.
Title: Corporate Secretary and
Senior Assistant General Counsel

DATE: May 20, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Altria Group, Inc. Press Release dated May 20, 2010



Altria Holds 2010 Annual Meeting of Shareholders, Announces Voting Results, Reaffirms 2010 Earnings per Share Guidance, and Declares Regular Quarterly Dividend of \$0.35 per Share

Richmond, VA — May 20, 2010 — Altria Group, Inc. (Altria) (NYSE: MO) held its 2010 Annual Meeting of Shareholders today. Altria's Chairman and Chief Executive Officer, Michael E. Szymanczyk, told an audience of shareholders how Altria used its mission and values framework to manage through last year's challenging environment.

"Employee commitment to this framework remains the foundation of our ongoing efforts to responsibly deliver strong returns to our shareholders, and is the key to our long-term success," said Mr. Szymanczyk. "The operating environment last year was particularly challenging for tobacco companies, and I am pleased that Altria delivered strong adjusted earnings per share growth and very strong total returns to our shareholders."

Voting Results for Altria's 2010 Annual Meeting of Shareholders

At the meeting, Altria's shareholders elected to a one-year term each of the ten nominees for director named in Altria's proxy statement, approved the 2010 Performance Incentive Plan and ratified the selection of PricewaterhouseCoopers LLP as Altria's independent auditors for the fiscal year ending 2010. Additionally, two shareholder proposals were defeated. Altria will file a Form 8-K with the final voting results.

2010 Full-Year Guidance

Altria reaffirms that its 2010 full-year guidance for reported diluted earnings per share (EPS) is expected to be in the range of \$1.78 to \$1.82. This forecast includes estimated charges of \$0.07 per share related to exit, integration and implementation costs, UST acquisition-related costs, and SABMiller plc (SABMiller) special items.

Altria reaffirms that its 2010 full-year guidance for adjusted diluted EPS is expected to be in the range of \$1.85 to \$1.89, representing a forecasted growth rate of 6% to 8% from an adjusted base of \$1.75 per share in 2009. Partially due to Philip Morris USA's (PM USA) federal excise tax related pricing strategies in 2009, and different trade inventory dynamics for tobacco products in 2009 versus 2010, Altria expects the first half of 2010 to be more

6601 West Broad Street, Richmond, VA 23230

challenging for income growth comparison purposes than the back half of 2010. Altria anticipates that adjusted diluted earnings per share growth will build in the second half of 2010.

The factors described in the Forward-Looking and Cautionary Statements section of this release represent continuing risks to this forecast. A reconciliation of Altria's full-year forecasted reported and adjusted diluted earnings per share is detailed later in this press release.

Regular Quarterly Dividend

Following today's Annual Meeting of Shareholders, Altria announced that its Board of Directors declared a regular quarterly dividend of \$0.35 per common share, payable on July 9, 2010, to shareholders of record as of June 15, 2010. The ex-dividend date is June 11, 2010.

Webcast Replay

A copy of Mr. Szymanczyk's business presentation and prepared remarks, as well as a replay of the audio webcast of Altria's 2010 Annual Meeting of Shareholders are available at www.altria.com until 5:00 p.m. Eastern Time on Friday, June 18, 2010.

Non-GAAP Financial Measures

Altria reports its consolidated financial results in accordance with generally accepted accounting principles (GAAP). This press release contains 2009 results and 2010 guidance for diluted earnings per share on both a reported basis and on an adjusted basis, which excludes items that affect the comparability of reported results. A reconciliation of non-GAAP financial data to the most directly comparable GAAP measure is detailed below.

Altria's Full-Year Earnings Per Share Forecast Excluding Special Items

	2010	Full Year 2009	Change
Reported diluted EPS	\$ 1.78 to \$1.82	\$ 1.54	16% to 18%
Asset impairment, exit, integration and implementation costs	0.04	0.19	
UST acquisition-related costs*	0.01	0.06	
SABMiller special items	0.02	—	
Tax items	—	(0.04)	
Adjusted diluted EPS	1.85 to		
	\$ 1.89	\$ 1.75	6% to 8%

* Excludes exit and integration costs

Altria's Profile

Altria directly or indirectly owns 100% of each of PM USA, U.S. Smokeless Tobacco Company LLC (USSTC), John Middleton Co. (Middleton), Ste. Michelle Wine Estates Ltd. (Ste. Michelle), and Philip Morris Capital Corporation. Altria holds a continuing economic and voting interest in SABMiller.

The brand portfolio of Altria's tobacco operating companies includes such well-known names as **Marlboro**, **Copenhagen**, **Skoal** and **Black & Mild**. Ste. Michelle produces and markets premium wines sold under twenty different labels including **Chateau Ste. Michelle** and **Columbia Crest**, and it exclusively distributes and markets **Antinori**, **Champagne Nicolas Feuillatte** and **Villa Maria Estate** products in the United States. Trademarks and service marks related to Altria referenced in this release are the property of, or licensed by, Altria or its subsidiaries. More information about Altria is available at www.altria.com.

Forward-Looking and Cautionary Statements

This press release and today's remarks contain projections of future results and other forward-looking statements that involve a number of risks and uncertainties and are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995.

Important factors that may cause actual results and outcomes to differ materially from those contained in the projections and forward-looking statements included in this press release and today's remarks are described in Altria's publicly filed reports, including its Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Report on Form 10-Q for the period ended March 31, 2010.

These factors include the following: Altria's tobacco businesses (PM USA, USSTC and Middleton) are subject to price competition; changes in adult consumer preferences and demand for their products; fluctuations in raw material availability, quality and cost; reliance on key facilities and suppliers; fluctuations in levels of customer inventories; the effects of global, national and local economic and market conditions; changes to income tax laws; legislation, including actual and potential federal and state excise tax increases; increasing marketing and regulatory restrictions; the effects of price increases related to excise tax increases and concluded tobacco litigation settlements on trade inventories, consumption rates and consumer preferences within price segments; health concerns relating to the use of tobacco products and exposure to

environmental tobacco smoke; governmental regulation, including the Family Smoking Prevention and Tobacco Control Act that granted the Food and Drug Administration broad authority to regulate tobacco products; privately imposed smoking restrictions; and governmental and grand jury investigations.

Their results are dependent upon their continued ability to promote brand equity successfully; to anticipate and respond to evolving adult consumer trends; to develop new products and markets and to broaden brand portfolios in order to compete effectively; and to improve productivity.

Altria's subsidiaries continue to be subject to litigation, including risks associated with adverse jury and judicial determinations, courts reaching conclusions at variance with the companies' understanding of applicable law and bonding requirements in the limited number of jurisdictions that do not limit the dollar amount of appeal bonds. Altria cautions that the foregoing list of important factors is not complete and does not undertake to update any forward-looking statements that it may make other than in the normal course of its public disclosure obligations. All subsequent written and oral forward-looking statements attributable to Altria or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements referenced above.

Source: Altria Group, Inc.

Contact:

Clifford B. Fleet

Vice President, Investor Relations

804-484-8222

Daniel R. Murphy

Director, Investor Relations

804-484-8222

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