



**Altria Group, Inc.****MO NYSE****Tobacco**Market Capitalization USD: **\$55,529.79 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Michael E. Szymanczyk**Age: 62****CEO Since: 2008**

	2009	2010	2011
Base Salary	\$1,283,333	\$1,300,000	\$1,341,667
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$3,000,000	\$14,002,500	\$3,250,000
Benefits and Perquisites	\$496,203	\$495,910	\$503,804
TOTAL ANNUAL COMPENSATION	\$4,779,536	\$15,798,410	\$5,095,471
Increase in Post-Retirement Benefits	\$3,452,126	\$3,273,309	\$1,638,583
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$4,212,500	\$4,975,000	\$5,108,250
TOTAL COMPENSATION	\$12,444,162	\$24,046,719	\$11,842,304
Median of Other Named Executive Officers Total Compensation	\$5,806,858	\$9,162,211	\$4,006,906
Value Realized on Exercise of Stock Option	\$3,763,164	\$2,202,346	\$1,415,645
Value Realized on Vesting of Stock	\$2,080,796	\$2,303,665	\$2,292,074
TOTAL REALIZED EQUITY COMPENSATION	\$5,843,960	\$4,506,011	\$3,707,719

Proxy Date: 5 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 2.39%

Stock Option Run Rate: 0.00%

Altria Group, Inc.

MO NYSE

Tobacco

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Performance Comparison

■ S&P500 ■ Industry ■ MO



Peer Comparisons (TRBC) = Non-Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
MO	Altria Group, Inc.	\$12,444,162	\$24,046,719	\$11,842,304	\$55,529,791,583
KFT	Kraft Foods Inc.	\$26,345,201	\$19,287,983		\$59,305,865,101
GIS	General Mills, Inc.	\$13,378,603	\$12,300,414		\$24,766,675,095
RAI	Reynolds American Inc.	\$16,442,578	\$23,813,815	\$8,513,822	\$21,846,636,093
CVS	CVS Caremark Corporation	\$30,429,113	\$29,216,536	\$14,074,790	\$45,173,210,701
CL	Colgate-Palmolive Company	\$17,160,398	\$15,377,997	\$14,120,838	\$43,493,820,849
K	Kellogg Company	\$11,419,447	\$7,972,436	\$6,595,113	\$19,254,958,239

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Compensation Survey Group: 3M Company, Abbott Laboratories, Bristol-Myers Squibb Company, Campbell Soup Company, Colgate-Palmolive Company, ConAgra Foods, Inc., Eli Lilly and Company, Fortune Brands, Inc., General Mills, Inc., The Hershey Company, Kellogg Company, Kimberly-Clark Corporation, Kraft Foods Inc., Lorillard, Inc., McDonald's Corporation, Merck & Co., Inc., PepsiCo, Inc., Philip Morris International Inc., Reynolds American Inc., Sara Lee Corporation.

Performance Peer Group

S&P 500 & Altria Peer Group: Campbell Soup Company, Colgate-Palmolive Company, ConAgra Foods, Inc., Fortune Brands, Inc., General Mills, Inc., The Hershey Company, Kellogg Company, Kimberly-Clark Corporation, Kraft Foods Inc., Lorillard, Inc., PepsiCo, Inc., Reynolds American Inc., Sara Lee Corporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Thomas F. Farrell	Chairman	57	Male	4	Outside
Elizabeth E. Bailev	Member	73	Female	23	Outside Related
Gerald L. Baliles	Member	71	Male	4	Outside
Thomas W. Jones	Member	62	Male	10	Outside Related

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