

HOLSENBECK G PENN  
Form 4  
September 28, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOLSENBECK G PENN

2. Issuer Name and Ticker or Trading Symbol

Philip Morris International Inc. [PM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

VP and Corporate Secretary

(Last) (First) (Middle)  
120 PARK AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/24/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 09/24/2010                           |  | M                              |   | \$ 5,801<br>25.6427   | 150,747  | D   |
| Common Stock                    | 09/24/2010                           |  | M                              |   | \$ 9,819<br>44.0485   | 160,566  | D   |
| Common Stock                    | 09/24/2010                           |  | S                              |   | \$ 2,400<br>56.2  | 158,166  | D   |
| Common Stock                    | 09/24/2010                           |  | S                              |   | \$ 1,000<br>56.21   | 157,166  | D   |
| Common Stock                    | 09/24/2010                           |  | S                              |   | \$ 300<br>56.2101   | 156,866  | D   |

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|              |            |   |       |   |            |                        |                      |
|--------------|------------|---|-------|---|------------|------------------------|----------------------|
| Common Stock | 09/24/2010 | S | 100   | D | \$ 56.2006 | 156,766                | D                    |
| Common Stock | 09/24/2010 | S | 7,396 | D | \$ 56.151  | 149,370                | D                    |
| Common Stock | 09/24/2010 | S | 200   | D | \$ 56.1501 | 149,170                | D                    |
| Common Stock | 09/24/2010 | S | 100   | D | \$ 56.1503 | 149,070                | D                    |
| Common Stock | 09/24/2010 | S | 2,772 | D | \$ 56.16   | 146,298                | D                    |
| Common Stock | 09/24/2010 | S | 876   | D | \$ 56.17   | 145,422                | D                    |
| Common Stock | 09/24/2010 | S | 276   | D | \$ 56.18   | 145,146                | D                    |
| Common Stock | 09/24/2010 | S | 200   | D | \$ 56.19   | 144,946 <sup>(1)</sup> | D                    |
| Common Stock |            |   |       |   |            | 587                    | I <sup>(2)</sup> DPS |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy)                     | \$ 25.6427   | 09/24/2010                           |  | M                              | 5,801   | 06/12/2002 06/12/2011                                    | Common Stock  | 5,801                         |
| Options (Right to Buy)                     | \$ 44.0485   | 09/24/2010                           |  | M                              | 9,819   | 09/15/2007 06/12/2011                                    | Common Stock  | 9,819                         |

Buy)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| HOLSENBECK G PENN<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | VP and Corporate Secretary |       |

## Signatures

G. Penn  
Holsenbeck                      09/28/2010

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 56,796 Deferred Shares.
- (2) Shares held in the Philip Morris International Inc. Deferred-Profit Sharing Plan as of August 31, 2010.

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