Mackay Graham Form 4 May 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires:

OMB APPROVAL

2005

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Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

05/11/2011

Stock

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mackay Graham Issuer Symbol Philip Morris International Inc. [PM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Officer (give title Other (specify 120 PARK AVENUE 05/11/2011 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10017 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 2,344 Common \$

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

Α

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

10,602

68.28

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

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2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	f Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
Derivative				Securities	S		(Instr. 3 ar	nd 4)	Own
Security				Acquired					Follo
·				(A) or					Repo
				Disposed					Trans
				of (D)					(Instr
				(Instr. 3,					· ·
				4, and 5)					
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			Code V	(A) (D)			Title Am	ount	
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	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Price of Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise any Code of (Month/Day/Pear) Price of Derivative Security Code of (Month/Day/Pear) Month/Day/Year) Execution Date, if TransactionNumber Code of (Month/Day/Pear) Code of (Month/Day/Pear) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Execution Date, if any Code of (Month/Day/Year) Price of (Month/Day/Year) Derivative Security Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration	Conversion or Exercise any Code of (Month/Day/Year) Underlyin Securities Price of Derivative Security Code of (Month/Day/Year) Underlyin Securities Occurity Securities Code of (Month/Day/Year) Underlyin Securities Securities (Instr. 8) Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date of Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration Title American Securities Code V (A) (D) Date Expiration Date or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration Title American Securities Code V (A) (D) Date Expiration Date or Number Expiration Date or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration Date or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration One Or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration One Or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration One Or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration One Or Number (Month/Day/Year) Underlyin Securities Code V (A) (D) Date Expiration One Or Number (Month/Day/Year) Underlyin Securities	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Security Price of (Month/Day/Year) (Month/Day/Year) (Instr. 5) Derivative Security Security Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date Amount of (Month/Day/Year) Underlying Security Securities (Instr. 5) Derivative Securities (Instr. 5) Code V (A) (D) Date Expiration Date Amount of (Month/Day/Year) Underlying Security Securities (Instr. 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mackay Graham 120 PARK AVENUE NEW YORK, NY 10017	X						

Signatures

Jerry Whitson for Graham 05/13/2011 Mackay

**Signature of Reporting Person Date

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) Shares awarded under the Philip Morris Internatinal Inc. 2008 Stock Compensation Plan for Non-Employee Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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