Philip Morris International Inc.

Form 4 May 13, 2011

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

05/11/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * NOTO LUCIO A			2. Issuer Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			Philip M	Morris International Inc. [PM]	(Check all applicable)			
(Last)	(First)	Middle)	3. Date of	f Earliest Transaction				
			(Month/D	Day/Year)	_X_ Director	10%	Owner	
120 PARK AVENUE			05/11/20	011	Officer (give title below) Other (specification)			
(Street)			4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10017			Filed(Mon	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW TOR	IX, IV 1 10017				Person			
(City)	(State)	(Zip)	Tabl	le I - Non-Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	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

A

Amount (D) 2,344

(1)

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.

SEC 1474

(9-02)

67,329 (2)

17,085

D

 $I^{(3)}$

Price

68.28

\$

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

By Spouse

Edgar Filing: Philip Morris International Inc. - Form 4

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(4)</u>	05/11/2011		J V	7 <u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	0	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NOTO LUCIO A
120 PARK AVENUE X

NEW YORK, NY 10017

Signatures

Jerry Whitson for Lucio
A. Noto

05/13/2011

**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) Deferred stock awarded under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors.
- Includes 37,095 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee (2) Directors, including an increase of 330 shares acquired through the reinvestment of dividends since March 31, 2011, the date of the last reportable transaction.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (5) No share equivalents acquired or disposed.
- (6) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.

Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 533 share equivalents acquired through the reinvestment of dividends since March 31, 2011, the date of the last reportable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: Philip Morris International Inc. - Form 4

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.