Edgar Filing: Philip Morris International Inc. - Form 4

Philip Morris International Inc. Form 4 March 21, 2008

March 21, 1	2008										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or						SHIP OF	Expires: January 31 2009 Estimated average burden hours per				
Form 5 obligati may co	Filed pu	(a) of the Pub	olic Utility Ho	the Securities Ex olding Company nt Company Act	Act o	of 193:		response	0.5		
(Print or Type	e Responses)										
	Address of Reporting GROUP, INC.	Sy	mbol	nd Ticker or Trading	-		5. Relationship of Reporting Person(s) to				
(Last)	(First)	(Chec							k all applicable)		
120 PARK AVENUE			(Month/Day/Year) 03/19/2008				Director Officer (give title Other (specify below) below)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOI	RK, NY 10017					F Perso	•	re than One Rep	orting		
(City)	(State)	(Zip)	Table I - Non	-Derivative Securit	ties Ac	quired	, Disposed of,	or Beneficially	Owned		
(Instr. 3) any		Execution Date	Code	4. Securities Acqui Dibiposed of (D) (Instr. 3, 4 and 5)	ired (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/19/2008		Code V $J(\underline{1})$	Amount 2,108,901,789 (1)	(A) or (D) D	Price \$ 0	Reported Transaction(s (Instr. 3 and 4 0				
Reminder: Re	eport on a separate lin	e for each class	of securities ben	eficially owned dire	ctly or	indirec	etly.				

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
	2				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					X
					4, and 5)					
					· · ·					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Secretary

Reporting Owner Name / Address		Relationsh	ips				
	Director	10% Owner	Officer	Other			
ALTRIA GROUP, INC. 120 PARK AVENUE NEW YORK, NY 10017		Х					
Signatures							
G. Penn Holsenbeck, Vice President, Associate General Counsel and Corporate 03/21/2008							

**Signature of 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).

The record date for the distribution by Altria Group, Inc. (NYSE: MO) ("Altria") of 100% of the shares of Philip Morris International Inc. (NSYE: PM) ("PMI") to holders of Altria common stock was March 19, 2008, at 5:00 p.m. New York City Time. The distribution will

(1) occur on March 28, 2008. Altria currently holds 2,108,901,789 shares of PMI common stock. PMI declared a share dividend of 2,108,901,639 shares of common stock to Altria, its sole shareholder, on March 20, 2008.

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.

Date