Philip Morris International Inc.

Form 4

February 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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

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obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Ad BROWN HA	Person * 2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		•	Morris Inte		Inc. [PM]	(Ch	eck all applicable	e)
(Last)	(First) (M	fiddle) 3. Date of	of Earliest Tra	ansaction				
		(Month/	Day/Year)			_X_ Director		6 Owner
120 PARK A	01/30/2	01/30/2009				ve titleOth below)	er (specify	
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
NEW YORK	K, NY 10017	Filed(Mo	nth/Day/Year))		Form filed by	y One Reporting Pe More than One Re	
	,					Person		
(City)	(State)	Zip) Tab	le I - Non-D	erivative Se	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es	5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/Year) Execut		Execution Date, if	on Date, if TransactionAcquired (A) or		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		

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

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.

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

By Trust

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	01/30/2009	M	2,393	(3)	(3)	Common Stock	2,393	\$ 38

Reporting Owners

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

Signatures

G. Penn Holsenbeck for Harold Brown 02/03/2009

**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 shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors.
- (2) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (3) These units are being settled in cash pursuant to the deferred fee program of the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors.
- (4) The average of the high and low price of Philip Morris International Inc. common stock on January 30, 2009.
- (5) Share equivalents held in the deferred fee program of the Philip Morris International Inc. 2008 Deferred Fee 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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