

Philip Morris International Inc.  
 Form 4  
 November 04, 2009

**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 \*

NOTO LUCIO A

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Philip Morris International Inc. [PM]

3. Date of Earliest Transaction

(Month/Day/Year)

11/02/2009

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 11/02/2009                           |  | I                              | 8,653<br>(1)  | \$ 47.895<br>(2)  | 58,259 (3)   | D  |
| Common Stock                    |                                      |  |                                |   | 17,085  | I (4)  | By Spouse                                  |

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

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**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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units                        | (5)  | 11/02/2009                           |  | J V                            | 0<br>(6)  | (7) (7)  | Common Stock  | 0 \$ 0                                     |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NOTO LUCIO A<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               | X         |         |       |

## Signatures

G. Penn Holsenbeck for Lucio A. Noto  
11/04/2009  
 \_\_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) Shares acquired through the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors.
- (2) The average of the high and low price of Philip Morris International inc. Common Stock on November 2, 2009.  
Includes 29,657 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee
- (3) Directors, including an increase of 679 shares acquired through the reinvestment of dividends since September 30, 2009, the date of the last reportable transaction.
- (4) 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.
- (5) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (6) No share equivalents acquired or disposed.
- (7) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.

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Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an  
(8) increase of 578 share equivalents acquired through the reinvestment of dividends since September 30, 2009, the date of the last reportable transaction.

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