Philip Morris International Inc.

Form 4

April 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HELU CARLOS SLIM** Issuer Symbol Philip Morris International Inc. [PM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 120 PARK AVENUE 03/31/2010 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 | 3. | 4. Securities | 5. Amount of | 6. | 7. Nature of |
|------------|---------------------|--------------------|------------|---------------------|------------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | (D) or | Ownership |
| | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | (4) | Reported | (Instr. 4) | |
| | | | | (A) | Transaction(s) | | |
| | | | | or | (Instr. 3 and 4) | | |

(Instr. 3 and 4) Code V Amount (D) Price

Common 6,778 (1) D Stock

Common Inmobillaria I (2) 300,000

Stock Carso

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)

(9-02)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | 4. Transac Code (Instr. 3 | | Derivative (Month/Day/Year) Securities Acquired | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | | |
|---|---|--------------------------------------|------------------------------------|---|---|--------------|---|--------------------|--|--|-----------------|
| | Security | | | | (A) or Dispo of (D) (Instr. and 5) | sed 3, 4, | | | | | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | (3) | 03/31/2010 | A | | 599 (4) | | (5) | (5) | Common Stock | 599 | \$ 52.22 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| Transfer and an area are | Director | 10% Owner | Officer | Other | | | |
| HELU CARLOS SLIM 120 PARK AVENUE NEW YORK, NY 10017 | X | | | | | | |

Signatures

G. Penn Holsenbeck for Carlos Slim 04/02/2010

**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).
- Includes 6,777 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee

 (1) Directors, including an increase of 78 shares acquired through the reinvestment of dividends since December 31, 2009, the date of the last reportable transaction
- reportable transaction.

 Inmobillaria Carso owns 100,000 of these shares and the remaining 200,000 shares are owned by a subsidiary of Inmobillaria Carso. The
- (2) 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.
- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units were acquired on March 31, 2010, pursuant to the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the Issuer's Board of Directors.
- (6) The average of the high and low price of Philip Morris International Inc. Common Stock on March 31, 2010.
- Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 624 share equivalents acquired under the Deferred Fee Plan and through the reinvestment of dividends since December 31, 2009, the date of the last reportable transaction.

Reporting Owners 2

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