WOLF STEPHEN M

Form 4 May 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLF STEPHEN M			2. Issuei Symbol	Name and	Ticker or	Tradii	ng	5. Relationship of Reporting Person(s) to Issuer				
P			Philip M	Iorris Inte	ernationa	ıl Inc	. [PM]	(Check all applicable)				
(Last)	(First)	Middle)	3. Date of Earliest Transaction									
((Month/Day/Year)						Owner		
120 PARK	05/11/2011					Officer (give below)	below)	er (specify				
	4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check						
F				Filed(Month/Day/Year)					Applicable Line)			
NEW YORK, NY 10017								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned		
1.Title of	2. Transaction Dat	e 2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year	Execution	on Date, if	•			d of (D)	Securities	Indirect			
(Instr. 3)		any		Code (Instr. 3, 4 and 5)				Beneficially (D) or Beneficial				
		(Month/	Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A) or		Reported Transaction(s) (Instr. 3 and 4)				
_				Code V	Amount	(D)	Price	(
Common Stock	05/11/2011			A	2,344 (1)	A	\$ 68.28	58,212 (2)	D			

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)

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 Title of Derivative 	2.	3. Transaction Date		4. 5.		6. Date Exercisable and		7. Title and Amount of			
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.	of (Mo		3		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	05/11/2011		J	V	0 (4)	(5)	(5)	Common Stock	0	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WOLF STEPHEN M
120 PARK AVENUE X
NEW YORK, NY 10017

Signatures

Jerry Whitson for Stephen
M. Wolf

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 36,399 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee
- (2) Directors, including an increase of 323 shares acquired through the reinvestment of dividends since March 3, 2011, the date of the last reportable transaction.
- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) No share equivalents acquired or disposed.
- (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.
- Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 218 share equivalents acquired through the reinvestment of dividends since March 3, 2011, 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. 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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