Philip Morris International Inc.

Form 4

February 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

if no longer

Check this box

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

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 Makihara Jun 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 01/21/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10017

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

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

		Table 1 Ton Berryadive Securities Required, Disposed of, of Beneficiary Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	d (A) or Securit		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)		
Common Stock							1,423 (1)	D	
Common Stock	01/21/2015		J <u>(2)</u>	1,360	A	\$0	1,360	I	By Spouse

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.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	02/05/2015	J	0	<u>(4)</u>	<u>(4)</u>	Common Stock	0	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Makihara Jun

X

120 PARK AVENUE NEW YORK, NY 10017

Signatures

Jerry Whitson for Jun
Makihara
02/05/2015

**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).
- 1,423 deferred shares held in the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors. This(1) includes an increase of 17 share equivalents acquired through the reinvestment of dividends since December 31, 2014, the date of the last reportable transaction to the SEC.
- (2) Reflects transfer for no consideration from a fund (Tax Loss Harvesting Fund) to the Reporting Person's spouse. The shares of Philip Morris International Inc. common stock previously held by the fund were not reportable by the Reporting Person.
- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units are to be settled in cash upon the reporting persons 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 (5) increase of 1 share equivalent acquired through the reinvestment of dividends since December 31, 2014, the date of the last reportable transaction to the SEC.

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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