

CAMILLERI LOUIS C
Form 4
September 28, 2010

FORM 4

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

OMB APPROVAL

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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 *
CAMILLERI LOUIS C

2. Issuer Name and Ticker or Trading Symbol

Philip Morris International Inc. [PM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

09/24/2010

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

Chairman and CEO

120 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/24/2010		M		12,060 A \$ 23.2034	D	1,765,361
Common Stock	09/24/2010		M		229,409 A \$ 25.6427	D	1,994,770
Common Stock	09/24/2010		S		100 D \$ 56.0025	D	1,994,670
Common Stock	09/24/2010		S		100 D \$ 56.1125	D	1,994,570
Common Stock	09/24/2010		S		100 D \$ 56.0625	D	1,994,470

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Common Stock	09/24/2010	S	1,400	D	\$ 56.22	1,993,070	D
Common Stock	09/24/2010	S	1,500	D	\$ 56.04	1,991,570	D
Common Stock	09/24/2010	S	8,940	D	\$ 56.12	1,982,630	D
Common Stock	09/24/2010	S	6,783	D	\$ 56.01	1,975,847	D
Common Stock	09/24/2010	S	500	D	\$ 56.365	1,975,347	D
Common Stock	09/24/2010	S	2,500	D	\$ 56.035	1,972,847	D
Common Stock	09/24/2010	S	200	D	\$ 56.0125	1,972,647	D
Common Stock	09/24/2010	S	9,141	D	\$ 56.09	1,963,506	D
Common Stock	09/24/2010	S	3,990	D	\$ 56.2	1,959,516	D
Common Stock	09/24/2010	S	600	D	\$ 56.179	1,958,916	D
Common Stock	09/24/2010	S	2,643	D	\$ 56.195	1,956,273	D
Common Stock	09/24/2010	S	6,100	D	\$ 56.02	1,950,173	D
Common Stock	09/24/2010	S	4,600	D	\$ 56.165	1,945,573	D
Common Stock	09/24/2010	S	8,434	D	\$ 56.015	1,937,139	D
Common Stock	09/24/2010	S	4,360	D	\$ 56.1	1,932,779	D
Common Stock	09/24/2010	S	2,000	D	\$ 56.29	1,930,779	D
Common Stock	09/24/2010	S	900	D	\$ 56.27	1,929,879	D
Common Stock	09/24/2010	S	300	D	\$ 56.2425	1,929,579	D
Common Stock	09/24/2010	S	2,100	D	\$ 56.05	1,927,479	D
Common Stock	09/24/2010	S	15,962	D	\$ 56	1,911,517	D
	09/24/2010	S	1,100	D	\$ 56.14	1,910,417	D

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Common
Stock

Common Stock 09/24/2010 S 900 D \$ 56.147 1,909,517 D

Common Stock 09/24/2010 S 700 D \$ 56.119 1,908,817 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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options (Right to Buy)	\$ 23.2034	09/24/2010		M	12,060	01/31/2002	01/31/2011	Common Stock	12,060
Options (Right to Buy)	\$ 25.6427	09/24/2010		M	229,409	06/12/2002	06/12/2011	Common Stock	229,409

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMILLERI LOUIS C 120 PARK AVENUE NEW YORK, NY 10017	X		Chairman and CEO	

Signatures

G. Penn Holsenbeck for Louis C. Camilleri 09/28/2010

__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).

Remarks:

Form 1 of 4

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