

Edgar Filing: Philip Morris International Inc. - Form FWP

Philip Morris International Inc.  
Form FWP  
May 14, 2008

Filed Pursuant to Rule 433

Registration No. 333-150449

**FINAL TERM SHEET**

**Dated May 13, 2008**

**4.875% Notes due 2013**

**5.650% Notes due 2018**

**6.375% Notes due 2038**

|  |   |
|--|---|
| <b>Issuer:</b>                         | Philip Morris International Inc.  |
| <b>Offering Format:</b>                | SEC Registered  |
| <b>Security:</b>                       | 4.875% Notes due 2013 (the 2013 Notes )<br>5.650% Notes due 2018 (the 2018 Notes )<br>6.375% Notes due 2038 (the 2038 Notes ) |
| <b>Aggregate Principal Amount:</b>     | 2013 Notes: \$2,000,000,000<br>2018 Notes: \$2,500,000,000<br>2038 Notes: \$1,500,000,000                                     |
| <b>Maturity Date:</b>                  | 2013 Notes: May 16, 2013<br>2018 Notes: May 16, 2018<br>2038 Notes: May 16, 2038  |
| <b>Coupon:</b>                         | 2013 Notes: 4.875%<br>2018 Notes: 5.650%<br>2038 Notes: 6.375%  |
| <b>Interest Payment Dates:</b>         | Semi-annually on each May 16 and November 16, commencing November 16, 2008  |
| <b>Price to Public:</b>                | 2013 Notes: 99.724% of principal amount<br>2018 Notes: 99.736% of principal amount<br>2038 Notes: 99.549% of principal amount |
| <b>Net Proceeds (Before Expenses):</b> | 2013 Notes: \$1,987,480,000<br>2018 Notes: \$2,482,150,000<br>2038 Notes: \$1,480,110,000                                     |

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**Underwriting Discount:**

Per 2013 Note: 0.35%

Per 2018 Note: 0.45%

Per 2038 Note: 0.875%

**Benchmark Treasury:**

2013 Notes: 3.125% due April 2013

2018 Notes: 3.875% due May 2018

2038 Notes: 5.000% due May 2037

|                                      |  |
|--------------------------------------|--|
| <b>Benchmark Treasury Yield:</b>     | 2013 Notes: 3.168%   |
|                                      | 2018 Notes: 3.915%   |
|                                      | 2038 Notes: 4.639%   |
| <b>Spread to Benchmark Treasury:</b> | 2013 Notes: + 177 bp   |
|                                      | 2018 Notes: + 177 bp   |
|                                      | 2038 Notes: + 177 bp   |
| <b>Yield:</b>                        | 2013 Notes: 4.938%   |
|                                      | 2018 Notes: 5.685%   |
|                                      | 2038 Notes: 6.409%   |
| <b>Settlement Date (T+3):</b>        | May 16, 2008   |
| <b>CUSIP/ISIN:</b>                   | 2013 Notes: 718172 AB5 / US718172AB55  |
|                                      | 2018 Notes: 718172 AA7 / US718172AA72  |
|                                      | 2038 Notes: 718172 AC3 / US718172AC39  |
| <b>Listing:</b>                      | Application will be made to list the 2013 Notes, the 2018 Notes and the 2038 Notes on the New York Stock Exchange. |
| <b>Anticipated Ratings:</b>          | A2 by Moody's Investors Service, Inc.  |
|                                      | A by Standard & Poor's Ratings Services  |
|                                      | A+ by Fitch Ratings  |
| <b>Joint Book-Running Managers:</b>  | Credit Suisse Securities (USA) LLC   |
|                                      | Deutsche Bank Securities Inc.  |
|                                      | Lehman Brothers Inc.   |
| <b>Senior Co-Managers:</b>           | Greenwich Capital Markets, Inc.  |
|                                      | HSBC Securities (USA) Inc.   |
|                                      | SG Americas Securities, LLC  |
| <b>Co-Managers:</b>                  | Banca IMI S.p.A.   |
|                                      | BBVA Securities, Inc.  |
|                                      | BNP Paribas Securities Corp.   |
|                                      | Calyon Securities (USA) Inc.   |

**Allocation:**

|                                    | 2013 Notes     | 2018 Notes     | 2038 Notes     |
|------------------------------------|----------------|----------------|----------------|
| Credit Suisse Securities (USA) LLC | \$ 500,000,000 | \$ 625,000,000 | \$ 375,000,000 |
| Deutsche Bank Securities Inc.      | 500,000,000    | 625,000,000    | 375,000,000    |

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|                                 |                         |                         |                         |
|---------------------------------|-------------------------|-------------------------|-------------------------|
| Lehman Brothers Inc.            | 500,000,000             | 625,000,000             | 375,000,000             |
| Greenwich Capital Markets, Inc. | 100,000,000             | 125,000,000             | 75,000,000              |
| HSBC Securities (USA) Inc.      | 100,000,000             | 125,000,000             | 75,000,000              |
| SG Americas Securities, LLC     | 100,000,000             | 125,000,000             | 75,000,000              |
| Banca IMI S.p.A.                | 50,000,000              | 62,500,000              | 37,500,000              |
| BBVA Securities, Inc.           | 50,000,000              | 62,500,000              | 37,500,000              |
| BNP Paribas Securities Corp.    | 50,000,000              | 62,500,000              | 37,500,000              |
| Calyon Securities (USA) Inc.    | 50,000,000              | 62,500,000              | 37,500,000              |
| <b>Total</b>                    | <b>\$ 2,000,000,000</b> | <b>\$ 2,500,000,000</b> | <b>\$ 1,500,000,000</b> |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll free at 800-221-1037, Deutsche Bank Securities Inc. toll free at 800-503-4611 or Lehman Brothers Inc. toll free at 888-603-5847.**