

Philip Morris International Inc.
Form 8-A12B
March 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Philip Morris International Inc.

(Exact Name of Registrant as Specified in Its Charter)

Virginia

(State of incorporation or organization)

13-3435103

(I.R.S. Employer Identification No.)

Edgar Filing: Philip Morris International Inc. - Form 8-A12B

120 Park Avenue, New York, New York
(Address of Principal Executive Offices of Registrant)

10017
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which |
|---|---|
| to be so Registered 4.50% Notes due 2020 | Each Class is to be Registered New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates: **333-150449**

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the general terms and provisions of the 4.50% Notes due 2020 (the "Notes") of Philip Morris International Inc. (the "Registrant"), to be registered hereby, contained under the heading "Description of Debt Securities" in the Registrant's Registration Statement on Form S-3 (No. 333-150449) (the "Registration Statement") and under the heading "Description of Notes" in the Registrant's Prospectus Supplement, dated March 23, 2010, to the Prospectus contained in the Registration Statement and filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, are incorporated by reference herein.

Item 2. Exhibits.

| Exhibit | Description |
|----------------|---|
| 4.1 | Form of 4.50% Notes due 2020 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed on March 29, 2010). |
| 4.2 | Indenture, dated as of April 25, 2008, between the Registrant and HSBC Bank USA, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 (No. 333-150449), dated April 25, 2008). |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 29, 2010

PHILIP MORRIS INTERNATIONAL INC.

By: /s/ G. Penn Holsenbeck
Name: G. Penn Holsenbeck
Title: Vice President & Corporate Secretary

INDEX TO EXHIBITS

| Exhibit | Description |
|----------------|---|
| 4.1 | Form of 4.50% Notes due 2020 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed on March 29, 2010). |
| 4.2 | Indenture, dated as of April 25, 2008, between the Registrant and HSBC Bank USA, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 (No. 333-150449), dated April 25, 2008). |