

Philip Morris International Inc.  
Form FWP  
May 22, 2012

Filed Pursuant to Rule 433

Registration No. 333-172490

**FINAL TERM SHEET**

**Philip Morris International Inc.**

**Dated May 22, 2012**

**2.125% Notes due 2019**

**2.875% Notes due 2024**

<b>Issuer:</b>	Philip Morris International Inc.
<b>Offering Format:</b>	SEC Registered
<b>Security:</b>	2.125% Notes due 2019 (the 2019 Notes ) 2.875% Notes due 2024 (the 2024 Notes )
<b>Aggregate Principal Amount:</b>	2019 Notes: 750,000,000 2024 Notes: 600,000,000
<b>Maturity Date:</b>	2019 Notes: May 30, 2019 2024 Notes: May 30, 2024
<b>Coupon:</b>	2019 Notes: 2.125% 2024 Notes: 2.875%
<b>Interest Payment Dates:</b>	2019 Notes: Annually on each May 30, commencing May 30, 2013 2024 Notes: Annually on each May 30, commencing May 30, 2013
<b>Price to Public:</b>	2019 Notes: 99.493% of principal amount 2024 Notes: 98.805% of principal amount
<b>Underwriting Discount:</b>	2019 Notes: 0.250% 2024 Notes: 0.325%
<b>Net Proceeds:</b>	2019 Notes: 744,322,500 (before expenses) 2024 Notes: 590,880,000 (before expenses)

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**Benchmark Security:** 2019 Notes: 3.750% due January 4, 2019

2024 Notes: 1.750% due July 4, 2022

**Benchmark Security Yield:** 2019 Notes: 0.859%

2024 Notes: 1.473%

**Spread to Benchmark Security:** 2019 Notes: +134.5 basis points

2024 Notes: +152.2 basis points

<b>Re-Offer Yield:</b>	2019 Notes: 2.204%
	2024 Notes: 2.995%
<b>Mid-Swap Yield:</b>	2019 Notes: 1.654%
	2024 Notes: 2.125%
<b>Spread to Mid-Swap Yield:</b>	2019 Notes: +55 basis points
	2024 Notes: +87 basis points
<b>Settlement Date (T+5):</b>	May 30, 2012
<b>CUSIP/ISIN:</b>	2019 Notes: 718172 AQ2/XS0787510618
	2024 Notes: 718172 AR0/XS0787527349
<b>Listing:</b>	Application will be made to list the 2019 Notes and the 2024 Notes on the New York Stock Exchange.
<b>Joint Book-Running Managers:</b>	BNP Paribas
	Citigroup Global Markets Limited
	HSBC Bank plc
	Société Générale
<b>Joint Co-Managers:</b>	Banca IMI S.p.A. <sup>1</sup>
	ING Belgium SA/NV
	Banco Santander, S.A.

<b>Allocations:</b>	<b>2019 Notes</b>	<b>2024 Notes</b>
BNP Paribas	165,000,000	132,000,000
Citigroup Global Markets Limited	165,000,000	132,000,000
HSBC Bank plc	165,000,000	132,000,000
Société Générale	165,000,000	132,000,000
Banca IMI S.p.A.	30,000,000	24,000,000
ING Belgium SA/NV	30,000,000	24,000,000
Banco Santander, S.A.	30,000,000	24,000,000

**Total** 750,000,000 600,000,000

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 BNP Paribas at +44 207 595 6421, Citigroup Global Markets Limited at +44 20 7986 9000 or HSBC Bank plc (toll free) at +1 866 811 8049.

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<sup>1</sup> The following paragraph is hereby added under the caption Underwriting in the prospectus supplement as paragraph eleven: Banca IMI S.p.A. is not a U.S. registered broker-dealer, and will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of the Financial Industry Regulatory Authority, Inc.