

HOLSENBECK G PENN  
 Form 4  
 September 28, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HOLSENBECK G PENN**

2. Issuer Name and Ticker or Trading Symbol

**Philip Morris International Inc. [PM]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP and Corporate Secretary

(Last) (First) (Middle)  
 120 PARK AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/24/2010

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		\$ 5,801 25.6427	150,747	D
Common Stock	09/24/2010		M		\$ 9,819 44.0485	160,566	D
Common Stock	09/24/2010		S		\$ 2,400 56.2	158,166	D
Common Stock	09/24/2010		S		\$ 1,000 56.21	157,166	D
Common Stock	09/24/2010		S		\$ 300 56.2101	156,866	D

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Common Stock	09/24/2010	S	100	D	\$ 56.2006	156,766	D	
Common Stock	09/24/2010	S	7,396	D	\$ 56.151	149,370	D	
Common Stock	09/24/2010	S	200	D	\$ 56.1501	149,170	D	
Common Stock	09/24/2010	S	100	D	\$ 56.1503	149,070	D	
Common Stock	09/24/2010	S	2,772	D	\$ 56.16	146,298	D	
Common Stock	09/24/2010	S	876	D	\$ 56.17	145,422	D	
Common Stock	09/24/2010	S	276	D	\$ 56.18	145,146	D	
Common Stock	09/24/2010	S	200	D	\$ 56.19	144,946 <sup>(1)</sup>	D	
Common Stock						587	I <sup>(2)</sup>	DPS

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 25.6427	09/24/2010		M	5,801	06/12/2002 06/12/2011	Common Stock	5,801
Options (Right to Buy)	\$ 44.0485	09/24/2010		M	9,819	09/15/2007 06/12/2011	Common Stock	9,819

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLSENBECK G PENN 120 PARK AVENUE NEW YORK, NY 10017			VP and Corporate Secretary	

## Signatures

G. Penn  
Holsenbeck                      09/28/2010

\*\*Signature of                      Date  
Reporting Person

## 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) Includes 56,796 Deferred Shares.
  - (2) Shares held in the Philip Morris International Inc. Deferred-Profit Sharing Plan as of August 31, 2010.

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.