

Philip Morris International Inc.  
Form 3  
April 01, 2008

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

## INITIAL STATEMENT OF 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 \*

Â HOLSENBECK G PENN  
(Last) (First) (Middle)

120 PARK AVENUE  
(Street)

NEW YORK,Â NYÂ 10017  
(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
03/28/2008

3. Issuer Name **and** Ticker or Trading Symbol  
Philip Morris International Inc. [PM]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
VP & Corporate Secretary

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

98,762 <sup>(1)</sup>

D

Â

Common Stock

527

I <sup>(2)</sup>

DPS

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

## Edgar Filing: Philip Morris International Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	01/31/2003	06/12/2011	Common Stock	5,801	\$ 25.6426 (3)	D	Â
Option (Right to Buy)	01/24/2002	01/26/2010	Common Stock	6,367	\$ 23.8151 (3)	D	Â
Option (Right to Buy)	08/04/2002	01/26/2010	Common Stock	8,403	\$ 25.9224 (3)	D	Â
Option (Right to Buy)	04/20/2004	01/26/2010	Common Stock	14,635	\$ 23.4491 (3)	D	Â
Option (Right to Buy)	03/30/2007	06/23/2008	Common Stock	13,345	\$ 44.0485 (3)	D	Â
Option (Right to Buy)	03/30/2007	06/29/2009	Common Stock	14,517	\$ 44.0485 (3)	D	Â
Option (Right to Buy)	03/30/2007	06/29/2009	Common Stock	5,081	\$ 44.0485 (3)	D	Â
Option (Right to Buy)	03/30/2007	01/31/2011	Common Stock	16,972	\$ 44.0485 (3)	D	Â
Option (Right to Buy)	03/30/2007	06/12/2011	Common Stock	9,819	\$ 44.0485 (3)	D	Â

## Reporting Owners

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

## Signatures

G. Penn  
Holsenbeck

04/01/2008

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares or share equivalents of common stock of the Issuer in connection with the pro rata distribution by Altria Group, Inc. ("Altria") to its stockholders of 100% of the outstanding shares of the Issuer's common stock on March 28, 2008 (the "Spin-Off"). The total includes 7,420 shares of Restricted Stock and 20,750 shares of Deferred Stock of the Issuer received as a result of the Spin-Off in connection with the previously granted Altria awards. The number of Deferred Shares reflects 11,596 Deferred Shares of the Issuer in substitution of previously granted deferred shares awarded by Altria Group, Inc. on January 30, 2008 in accordance with the terms of the Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. in connection

## Edgar Filing: Philip Morris International Inc. - Form 3

with the Spin-Off of Philip Morris International Inc. on March 28, 2008.

(2) Shares held in the Philip Morris International Deferred Profit Sharing Plan.

These options were originally granted by Altria. In connection with the Spin-Off, these options were split into options to acquire Altria

(3) Common Stock and Issuer's Common Stock in accordance with the anti-dilution terms of Altria's compensation plans and the Employee Matters Agreement dated March 28, 2008, between Altria and the Issuer.

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.