

HOLSENBECK G PENN

Form 4

September 28, 2010

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

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

120 PARK AVENUE

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP and Corporate Secretary

(Street)

4. 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

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	(A) or (D)	Price		
Common Stock	09/24/2010		M		5,801	A	\$ 25.6427	150,747	D
Common Stock	09/24/2010		M		9,819	A	\$ 44.0485	160,566	D
Common Stock	09/24/2010		S		2,400	D	\$ 56.2	158,166	D
Common Stock	09/24/2010		S		1,000	D	\$ 56.21	157,166	D
Common Stock	09/24/2010		S		300	D	\$ 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 ⁽¹⁾	D	
Common Stock						587	I ⁽²⁾	DPS

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

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(9-02)

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 Reporting Person	Date

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.
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