

Philip Morris International Inc.
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
HELU CARLOS SLIM

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Philip Morris International Inc. [PM]

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

12/31/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code | V Amount | (D) Price | |
| Common Stock | | | | | 6,700 ⁽¹⁾ | D | |
| Common Stock | | | | | 300,000 | I ⁽²⁾ | Inmobillaria Carso |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock Units | (3) | 12/31/2009 | | A | 644 (4) | (5) (5) | Common Stock | 644 \$ 48.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELU CARLOS SLIM 120 PARK AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

G. Penn Holsenbeck for
Carlos Slim

01/05/2010

**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 6,699 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors, including an increase of 76 shares acquired through the reinvestment of dividends since September 30, 2009, the date of the last reportable transaction.
- (2) Inmobillaria Carso owns 100,000 of these shares and the remaining 200,000 shares are owned by a subsidiary of Inmobillaria Carso. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units were acquired on December 31, 2009, pursuant to the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors.
- (5) These units are to be settled in cash upon the reporting person's termination as a member of the Issuer's Board of Directors.
- (6) The average of the high and low price of Philip Morris International Inc. Common Stock on December 31, 2009.
- (7) Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 661 share equivalents acquired under the Deferred Fee Plan and through the reinvestment of dividends since September 30, 2009, the date of the last reportable transaction.

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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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