

Edgar Filing: Philip Morris International Inc. - Form 4

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)	03/30/2012		A	512 (4)	(5) (5)	Common Stock	512 \$ 87.90 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOTO LUCIO A 120 PARK AVENUE NEW YORK, NY 10017	X			

Signatures

Jerry Whitson for Lucio A. Noto 04/03/2012

__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).
- Includes 38,254 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee
- (1) Directors. This includes an increase of 377 share equivalents acquired through the reinvestment of dividends since December 30, 2011, the date of the last reportable transaction.
 - (2) 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 March 30, 2012, 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 March 30, 2012.
 - (7) Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 591 share equivalents acquired through the reinvestment of dividends since December 30, 2011, the date of the last reportable transaction.

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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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.