

CAMILLERI LOUIS C
Form 4
September 27, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
CAMILLERI LOUIS C

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2010

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

NEW YORK, NY 10017

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

(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 | 09/23/2010 | | M | | 241,469 | A | \$ 23.2034 |
| Common Stock | 09/23/2010 | | S | | 41,353 | D | \$ 55.5 |
| Common Stock | 09/23/2010 | | S | | 800 | D | \$ 55.5025 |
| Common Stock | 09/23/2010 | | S | | 56,783 | D | \$ 55.505 |
| Common Stock | 09/23/2010 | | S | | 17,838 | D | \$ 55.51 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|
| Common Stock | 09/23/2010 | S | 400 | D | \$ 55.5125 | 1,877,596 | D |
| Common Stock | 09/23/2010 | S | 72,197 | D | \$ 55.515 | 1,805,399 | D |
| Common Stock | 09/23/2010 | S | 10,600 | D | \$ 55.52 | 1,794,799 | D |
| Common Stock | 09/23/2010 | S | 1,100 | D | \$ 55.5225 | 1,793,699 | D |
| Common Stock | 09/23/2010 | S | 6,621 | D | \$ 55.525 | 1,787,078 | D |
| Common Stock | 09/23/2010 | S | 4,979 | D | \$ 55.53 | 1,782,099 | D |
| Common Stock | 09/23/2010 | S | 100 | D | \$ 55.5325 | 1,781,999 | D |
| Common Stock | 09/23/2010 | S | 3,260 | D | \$ 55.535 | 1,778,739 | D |
| Common Stock | 09/23/2010 | S | 3,640 | D | \$ 55.54 | 1,775,099 | D |
| Common Stock | 09/23/2010 | S | 500 | D | \$ 55.5425 | 1,774,599 | D |
| Common Stock | 09/23/2010 | S | 1,000 | D | \$ 55.545 | 1,773,599 | D |
| Common Stock | 09/23/2010 | S | 4,489 | D | \$ 55.55 | 1,769,110 | D |
| Common Stock | 09/23/2010 | S | 800 | D | \$ 55.5525 | 1,768,310 | D |
| Common Stock | 09/23/2010 | S | 1,800 | D | \$ 55.555 | 1,766,510 | D |
| Common Stock | 09/23/2010 | S | 1,400 | D | \$ 55.557 | 1,765,110 | D |
| Common Stock | 09/23/2010 | S | 4,300 | D | \$ 55.56 | 1,760,810 | D |
| Common Stock | 09/23/2010 | S | 500 | D | \$ 55.5625 | 1,760,310 | D |
| Common Stock | 09/23/2010 | S | 2,600 | D | \$ 55.57 | 1,757,710 | D |
| Common Stock | 09/23/2010 | S | 800 | D | \$ 55.575 | 1,756,910 | D |
| Common Stock | 09/23/2010 | S | 1,509 | D | \$ 55.58 | 1,755,401 | D |
| | 09/23/2010 | S | 1,300 | D | \$ 55.59 | 1,754,101 | D |

Common
Stock

Common Stock 09/23/2010 S 800 D \$ 55.6 1,753,301 ⁽¹⁾ D

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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Options (Right to Buy) | \$ 23.2034 | 09/23/2010 | | M | 241,469 | 01/31/2002 01/31/2011 | Common Stock 241,469 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| CAMILLERI LOUIS C 120 PARK AVENUE NEW YORK, NY 10017 | X | | | Chairman and CEO |

Signatures

G. Penn Holsenbeck for Louis C. Camilleri 09/27/2010

**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 802,260 Restricted Shares and 474,038 Deferred Shares.

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