HOLSENBECK G PENN

Form 4

February 17, 2010

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

2005

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

Estimated average burden hours per response...

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HOLSENBECK G PENN			Symbol					Issuer			
			Philip M	Iorris Inte	ernationa	al Inc	. [PM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
			(Month/D	•				Director 10% Owner Officer (give title Other (specify below)			
120 PARK AVENUE			02/12/2	010							
								VP and C	Corporate Secre	etary	
	4. If Ame	ndment, Da	te Origina	1		6. Individual or Joint/Group Filing(Check					
	Filed(Mor	nth/Day/Year)			Applicable Line)					
NEW VOD	K, NY 10017							_X_ Form filed by C Form filed by M			
NEW TOK	K, N 1 10017							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction D			3.	4. Securi			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	•		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					Securities Beneficially	- · · · · · · · · · · · · · · · · · · ·	Indirect Beneficial	
(IIIsti. 3)	· ·			Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)				Owned	Ownership		
		`		, , ,				Following	or Indirect	(Instr. 4)	
						(A)		Reported Transaction(s)	(I) (Instr. 4)		
				C-1- V	A -	or (D)	D.::	(Instr. 3 and 4)	(111311. 1)		
				Code V	Amount	(D)	Price \$				
Common	02/12/2010			F	4,140	D	49.065	144,946 (2)	D		
Stock					ŕ		(1)	, <u> </u>			
Commom									- (2)		
Stock								573	I (3)	DPS	

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number	Number		
						LACICISAUIC			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HOLSENBECK G PENN 120 PARK AVENUE NEW YORK, NY 10017

VP and Corporate Secretary

Signatures

G. Penn

Holsenbeck 02/17/2010 **Signature of Date Reporting Person

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) The average of the high and the low price of Philip Morris International Inc. common stock on February 12, 2010.
- (2) Includes 56,796 Deferred Shares.
- (3) Shares held in the Philip Morris International Inc. Deferred Profit-Sharing Plan as of January 29, 2010.

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.

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