WOLF STEPHEN M

Form 4

March 09, 2012

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to
Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

| 1. Name and Adword STEP | • | ng Person * | 2. Issuer Name and Ticker or Trading Symbol Philip Morris International Inc. [PM] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-------------------------|------------|-------------|--|--|--|--|--|
| (Last) (First) | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 120 PARK A | VENUE | | (Month/Day/Year) 03/07/2012 | _X_ Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | (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 | | | |
| NEW YORK | , NY 10017 | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | Tab | le I - Non-l | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--------------|--------------|--------|--|--|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | sed of | ` ′ | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 03/07/2012 | | Code V M | Amount 2,294 | (D) | Price \$ 28.6676 | (Instr. 3 and 4) 61,644 | D | |
| Common Stock | 03/07/2012 | | F | 785 | D | \$ 83.8244 | 60,859 (1) | D | |

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

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SEC 1474

(9-02)

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. Transa Code (Instr. | | nDerivative | | onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | | onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | | onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | | onDerivative Ex Securities (A Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 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 or Number of Shares | | | | | | | | |
| Options (Right to Buy) | \$ 28.6676 | 03/07/2012 | | M | | | 2,294 | 04/25/2003 | 04/25/2012 | Common Stock | 2,294 | | | | | | | | |
| Phantom Stock Units | (2) | 03/07/2012 | | J | V | 0 (3) | | <u>(4)</u> | <u>(4)</u> | Common Stock | 0 | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| WOLF STEPHEN M 120 PARK AVENUE NEW YORK, NY 10017 | X | | | | | | | |

Signatures

Jerry Whitson for Stephen
M. Wolf

**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 37,537 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee
- (1) Directors, including an increase of 1,138 shares acquired through the reinvestment of dividends since May 11, 2011, the date of the last reportable transaction.
- (2) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (3) No share equivalents acquired or disposed.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the issuer's board of directors.
- Share equivalents held in the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors. This includes an increase of 716 share equivalents acquired through the reinvestment of dividends since May 11, 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. 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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