Edgar Filing: Philip Morris International Inc. - Form 4

Philip Morris International Inc. Form 4 January 05, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to Section 16. Form 4 or Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Section 17(a) of the Public Utility Holding Company Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 10(b). OMB Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) Of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) Of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) Of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) Of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) Of the Public Utility Holding Company Act of 1940 1(b).	January $0.5, 20$	510										
1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ⁺ 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) 120 PARK AVENUE 12/31/2009	FORM 4Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 20(b) of the Investment Company Act of 1040								OMB Number: Expires: Estimated a burden hou response	3235-0287 January 31, 2005 average rs per		
NOTO LUCIO A Symbol Issuer Philip Morris International Inc. [PM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) 120 PARK AVENUE 12/31/2009	1(b).											
(Last) (First) (Middle) 3. Date of Earliest Transaction 120 PARK AVENUE 12/31/2009	1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading NOTO LUCIO A Symbol						Issuer					
NEW YORK, NY 10017 Filed(Month/Day/Year) Applicable Line) _X_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities (Instr. 3) (Month/Day/Year) Execution Date, if any 3. 4. Securities (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owneed 6. Ownership 7. Nature of Common Code V Amount (D) Price Form Stock Indirect (I) Ownership Common Totock Table I - Non-Derivative Securities 5. Amount of 6. Ownership 7. Nature of		(Month/Da				nsaction		X_ Director 10% Owner Officer (give title Other (specify				
(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. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect (Instr. 3) (Month/Day/Year) (Month/Day/Year) 6. Ownership (Instr. 8) 7. Nature of Securities (Instr. 4) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) 6. Ownership Form: Direct 7. Nature of Indirect (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) 6. Ownership Following (Instr. 4) Indirect (I) Ownership (Instr. 4) Common Stock Common 58,259 (1) D 58,259 (1) D	Filed(Mon					e Original		Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting				
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Stock 58,259 (1) D Common 17,085 (2) L By Spouse	Security		Execution any	n Date, if	Transactio Code (Instr. 8)	nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
								58,259 <u>(1)</u>	D			
								17,085 <u>(2)</u>	I	By Spouse		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transa Code (Instr.		onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	12/31/2009		А		902 (4)		(5)	(5)	Common Stock	902	\$ 48.5

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Other					
NOTO LUCIO A 120 PARK AVENUE NEW YORK, NY 10017	Х							
Signatures								
G. Penn Holsenbeck for Lucio Noto	А.	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 29,657 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors.
- (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 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.

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.