Olczak Jacek Form 4 February 16, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Olczak Jacek Issuer Symbol Philip Morris International Inc. [PM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify 120 PARK AVENUE 02/11/2010 below) President European Union (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10017 Person

(0, , )

| (City)                 | (State)                              | (Zip) Tabl                    | e I - Non-I      | Derivative S           | Securi | ities Acqu  | iired, Disposed of      | , or Beneficiall | y Owned               |
|------------------------|--------------------------------------|-------------------------------|------------------|------------------------|--------|-------------|-------------------------|------------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securiton(A) or Dis |        | •           | 5. Amount of Securities | 6.<br>Ownership  | 7. Nature of Indirect |
| (Instr. 3)             |                                      | any                           | Code             | (Instr. 3, 4           | and 5  | 5)          | Beneficially            | Form: Direct     | Beneficial            |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)       |                        |        |             | Owned                   | (D) or           | Ownership             |
|                        |                                      |                               |                  |                        |        |             | Following               | Indirect (I)     | (Instr. 4)            |
|                        |                                      |                               |                  |                        | (4)    |             | Reported                | (Instr. 4)       |                       |
|                        |                                      |                               |                  |                        | (A)    |             | Transaction(s)          |                  |                       |
|                        |                                      |                               | Code V           | Amount                 | (D)    | Price       | (Instr. 3 and 4)        |                  |                       |
| Common<br>Stock        | 02/11/2010                           |                               | A                | 29,920                 | A      | \$<br>47 49 | 76,838 (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)

#### Edgar Filing: Olczak Jacek - Form 4

| 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  | onNumber   | Expiration D  | ate              | Amour    |        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)            | Underl   | ying   | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                  | Securit  | ies    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               | (Instr. 3 and 4) |          | Owne   |             |        |
|             | Security    |                     |                    |            | Acquired   |               |                  |          |        | Follo       |        |
|             | ·           |                     |                    |            | (A) or     |               |                  |          |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |                  |          |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |                  |          |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |                  |          |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |                  |          |        |             |        |
|             |             |                     |                    |            | , )        |               |                  |          |        |             |        |
|             |             |                     |                    |            |            |               |                  |          | Amount |             |        |
|             |             |                     |                    |            |            | Date          | Expiration       |          | or     |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date             | Title 1  | Number |             |        |
|             |             |                     |                    |            |            |               |                  |          | of     |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                  |          | Shares |             |        |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Olczak Jacek

120 PARK AVENUE President European Union

NEW YORK, NY 10017

## **Signatures**

G. Penn Holsenbeck for Jacek Olczak 02/16/2010

\*\*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 69,878 Deferred Shares.

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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