

WALL CHARLES R  
Form 4  
March 25, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**WALL CHARLES R**

2. Issuer Name and Ticker or Trading Symbol

**Philip Morris International Inc. [PM]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice Chairman & Gen. Counsel

(Last) (First) (Middle)  
**120 PARK AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/23/2009**

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

**NEW YORK, NY 10017**

(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                    | 03/23/2009                           |  | M                              |   | 149,999   | A  | \$ 20.9157  |
| Common Stock                    | 03/23/2009                           |  | M                              |   | 149,999   | A  | \$ 20.9157  |
| Common Stock                    | 03/23/2009                           |  | F                              |   | 114,674   | D  | \$ 38.11  |
| Common Stock                    | 03/23/2009                           |  | F                              |   | 114,674   | D  | \$ 38.11  |
| Common Stock                    |                                      |  |                                |   |   |  | 5,453   |
|                                 |                                      |  |                                |   |   |  | I (2)   |
|                                 |                                      |  |                                |   |   |  | DPS   |

## Edgar Filing: WALL CHARLES R - Form 4

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.**

SEC 1474  
(9-02)

**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 Number of Shares                                 |
| Option (Right to Buy)                      | \$ 20.9157   | 03/23/2009                           |  | M                              | 149,999   | 06/29/2000 06/29/2009                                    | Common Stock 149,999  |
| Option (Right to Buy)                      | \$ 20.9157   | 03/23/2009                           |  | M                              | 149,999   | 06/29/2000 06/29/2009                                    | Common Stock 149,999  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| WALL CHARLES R<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | Vice Chairman & Gen. Counsel |       |

## Signatures

G. Penn Holsenbeck for Charles R. Wall 03/25/2009

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 161,303 Deferred Shares.

(2) Shares held in the Philip Morris International Inc. Deferred Profit-Sharing Plan as of February 27, 2009.

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.