WOLF STEPHEN M

Form 4

March 22, 2010

FORM 4

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

OMB a

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLF STEPHEN M			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 AVENUE			(Month/Day/Year) 03/18/2010	X_ Director10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
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) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of	` '	Securities General Beneficially Downed I Following Reported General Beneficially Be	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2010		Code V M	Amount 9,638	(D)	Price \$ 11.5527	49,882	D	
Common Stock	03/18/2010		F	2,149	D	\$ 51.82	48,760 (1)	D	

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)

Edgar Filing: WOLF STEPHEN M - Form 4

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.		onDerivative		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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		urities (Month/Day/Year) uired (A) isposed D) r. 3, 4,		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)	\$ 11.5527	03/18/2010		M			9,638	04/27/2001	04/27/2010	Common Stock	9,638								
Phantom Stock Units	<u>(2)</u>	03/18/2010		J	V	0 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	0								

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
WOLF STEPHEN M 120 PARK AVENUE NEW YORK, NY 10017	X							

Signatures

G. Penn Holsenbeck for Stephen M. Wolf 03/22/2010

**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).
 - Includes 29,346 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee
- (1) Directors, including an increase of 1,027 shares acquired through the reinvestment of dividends since May 5, 2009, 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 deferred fee program of the Philip Morris International Inc. 2008 Compensation Plan for Non-Employee
- (5) Directors. This includes an increase of 760 share equivalents acquired through the reinvestment of dividends since May 5, 2009, 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.

Reporting Owners 2