Waldemer Hermann Form 4 February 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 1(b).

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)

Common

Stock

02/09/2012

Name and Address of Reporting Person * Waldemer Hermann			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
σ	(an	Philip Morris International Inc. [PM]					(Check all applicable)			
(Last) (First) (Middle) 120 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/09/2012					Director 10% Owner Selection Other (specify below) below) Chief Financial Officer			
	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 Form filed by More than One Reporting					
NEW YOR	K, NY 10017						Ī	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution (Month/Day/Year)		ned n Date, if Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (Price) 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 o Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/09/2012			F	2,051 (1)	D	\$ 79.415 (2)	385,916	D		

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

A

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SEC 1474

(9-02)

D

79.415 $450,856 \frac{(3)}{2}$

\$

(2)

64,940 A

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Waldemer Hermann 120 PARK AVENUE NEW YORK, NY 10017

Chief Financial Officer

Signatures

Jerry Whitson for Hermann Waldemer

02/13/2012

**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) Tax withholding upon vesting of deferred stock units.
- (2) The average of the high and low price of Philip Morris International Inc. common stock on February 9, 2012.
- (3) Total includes 205,490 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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