Edgar Filing: FISHBURN J DUDLEY - Form 4

FISHBURN	J DUDLEY											
Form 4												
May 11, 201	2											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNE				NERSHIP OF	Expires:	January 31 200		
				SECURITIES					Estimated average burden hours per response 0.8			
Form 5	Filed pur	suant to Sec	ction 16(a) of the	Securit	ies E	xchange	e Act of 1934,	100001100111	0.0		
obligation	ns Section 17(•	1935 or Section	l			
may cont <i>See</i> Instru 1(b).		30(h) of	the Inve	estment (Compan	y Ac	t of 194	0				
(Print or Type I	Responses)											
1. Name and Address of Reporting Person * 2. Issuer FISHBURN J DUDLEY Symbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Philip M				rris Inte	rnationa	1 Inc	. [PM]] (Check all applicable)				
(Last)	(First) (N	Middle) 3.	. Date of E	arliest Tra	insaction			(Check	an applicable)		
120 PARK AVENUE(Month/Data)(Street)4. If American Street			Month/Day				_X_ Director	10%	Owner			
			05/09/2012					Officer (give title Other (specify below) below)				
			. If Amend	endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check				
			iled(Month/					Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10017							Form filed by O Form filed by Me Person				
(City)	(State)	(Zip)	Table I	- Non-De	erivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if T	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
G			(Code V		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/09/2012			Α	1,854 (1)	А	\$ 86.31	26,110 <u>(2)</u>	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.

 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)	4. Transac Code (Instr. 8)	5. etionNumber of b) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration (Month/Da ve es d d			le and unt of rlying rities : 3 and 4)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	V (A	A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer Other					
FISHBURN J DUDLEY								
120 PARK AVENUE	Х							
NEW YORK, NY 10017								
Signatures								
Jerry Whitson for J. Dudley Fishburn		05/11/201	2					

<u>**</u>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) Shares awarded under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors.

Includes 24,256 deferred shares held under the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee

(2) Directors, including an increase of 449 shares acquired through the reinvestment of dividends since November 28, 2011, 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.