

Philip Morris International Inc.  
Form 8-A12B  
May 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Philip Morris International Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Virginia

(State of incorporation or organization)

13-3435103

(I.R.S. Employer Identification No.)

120 Park Avenue, New York, New York  
(Address of Principal Executive Offices of Registrant)

Securities to be registered pursuant to Section 12(b) of the Act:

10017  
(Zip Code)

Title of Each Class  
  
to be so Registered  
2.500% Notes due 2016  
  
4.125% Notes due 2021

Name of Each Exchange on Which  
  
Each Class is to be Registered  
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐

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Securities Act registration statement file number to which this form relates: **333-172490**

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the general terms and provisions of the 2.500% Notes due 2016 and the 4.125% Notes due 2021 (collectively, the "Notes") of Philip Morris International Inc. (the "Registrant"), to be registered hereby, contained under the heading "Description of Debt Securities" in the Registrant's Registration Statement on Form S-3 (No. 333-172490) (the "Registration Statement") and under the heading "Description of Notes" in the Registrant's Prospectus Supplement, dated May 10, 2011, to the Prospectus contained in the Registration Statement and filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, are incorporated by reference herein.

Item 2. Exhibits.

| Exhibit | Description                                                                                                                                                                                                                                                 |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1     | Form of 2.500% Notes due 2016 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed on May 17, 2011).                                                                                                                               |
| 4.2     | Form of 4.125% Notes due 2021 (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed on May 17, 2011).                                                                                                                               |
| 4.3     | Indenture, dated as of April 25, 2008, between the Registrant and HSBC Bank USA, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 (No. 333-150449), dated April 25, 2008). |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 17, 2011

PHILIP MORRIS INTERNATIONAL INC.

By: /s/ JERRY WHITSON

Name: Jerry Whitson

Title: Deputy General Counsel and

Corporate Secretary

INDEX TO EXHIBITS

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