

HOLSENBECK G PENN  
Form 4  
November 25, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
HOLSENBECK G PENN

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)

VP and Corporate Secretary

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2009

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                    | 11/23/2009                           |  | M                              | 6,367 A \$ 23.8152  | 128,112   | D  |   |
| Common Stock                    | 11/23/2009                           |  | M                              | 8,403 A \$ 25.9224  | 136,515   | D  |   |
| Common Stock                    | 11/23/2009                           |  | M                              | 14,635 A \$ 23.4491   | 151,150   | D  |   |
| Common Stock                    | 11/23/2009                           |  | F                              | 22,054 D \$ 50.025  | 129,096 <sup>(1)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   | 567   | I <sup>(2)</sup>   | DPS   |

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

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(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 or Number of Shares |
| Option (Right to Buy)                      | \$ 23.8152   | 11/23/2009                           |  | M                              | 6,367   | 01/24/2002   | 01/26/2010  | Common Stock | 6,367                      |
| Option (Right to Buy)                      | \$ 25.9224   | 11/23/2009                           |  | M                              | 8,403   | 08/04/2002   | 01/26/2010  | Common Stock | 8,403                      |
| Option (Right to Buy)                      | \$ 23.4491   | 11/23/2009                           |  | M                              | 14,635  | 04/20/2004   | 01/26/2010  | Common Stock | 14,635                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| HOLSENBECK G PENN<br>120 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | VP and Corporate Secretary |       |

## Signatures

G. Penn  
Holsenbeck  
11/25/2009

\*\*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).

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- (1) Includes 45,960 Deferred Shares.
- (2) Shares held in the Philip Morris International Inc. Deferred Profit-Sharing Plan as of October 30, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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