

CAMILLERI LOUIS C

Form 4

September 28, 2010

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMILLERI LOUIS C

(Last) (First) (Middle)

120 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Philip Morris International Inc. [PM]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	09/24/2010		M		12,060	A	\$ 23.2034
Common Stock	09/24/2010		M		229,409	A	\$ 25.6427
Common Stock	09/24/2010		S		100	D	\$ 56.0025
Common Stock	09/24/2010		S		100	D	\$ 56.1125
Common Stock	09/24/2010		S		100	D	\$ 56.0625

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Common Stock	09/24/2010	S	1,400	D	\$ 56.22	1,993,070	D
Common Stock	09/24/2010	S	1,500	D	\$ 56.04	1,991,570	D
Common Stock	09/24/2010	S	8,940	D	\$ 56.12	1,982,630	D
Common Stock	09/24/2010	S	6,783	D	\$ 56.01	1,975,847	D
Common Stock	09/24/2010	S	500	D	\$ 56.365	1,975,347	D
Common Stock	09/24/2010	S	2,500	D	\$ 56.035	1,972,847	D
Common Stock	09/24/2010	S	200	D	\$ 56.0125	1,972,647	D
Common Stock	09/24/2010	S	9,141	D	\$ 56.09	1,963,506	D
Common Stock	09/24/2010	S	3,990	D	\$ 56.2	1,959,516	D
Common Stock	09/24/2010	S	600	D	\$ 56.179	1,958,916	D
Common Stock	09/24/2010	S	2,643	D	\$ 56.195	1,956,273	D
Common Stock	09/24/2010	S	6,100	D	\$ 56.02	1,950,173	D
Common Stock	09/24/2010	S	4,600	D	\$ 56.165	1,945,573	D
Common Stock	09/24/2010	S	8,434	D	\$ 56.015	1,937,139	D
Common Stock	09/24/2010	S	4,360	D	\$ 56.1	1,932,779	D
Common Stock	09/24/2010	S	2,000	D	\$ 56.29	1,930,779	D
Common Stock	09/24/2010	S	900	D	\$ 56.27	1,929,879	D
Common Stock	09/24/2010	S	300	D	\$ 56.2425	1,929,579	D
Common Stock	09/24/2010	S	2,100	D	\$ 56.05	1,927,479	D
Common Stock	09/24/2010	S	15,962	D	\$ 56	1,911,517	D
	09/24/2010	S	1,100	D	\$ 56.14	1,910,417	D

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Common
Stock

Common Stock	09/24/2010	S	900	D	\$ 56.147	1,909,517	D
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Common Stock	09/24/2010	S	700	D	\$ 56.119	1,908,817	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 of Number of Shares
Options (Right to Buy)	\$ 23.2034	09/24/2010		M		12,060		01/31/2002	01/31/2011	Common Stock	12,060
Options (Right to Buy)	\$ 25.6427	09/24/2010		M		229,409		06/12/2002	06/12/2011	Common Stock	229,409

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMILLERI LOUIS C 120 PARK AVENUE NEW YORK, NY 10017	X		Chairman and CEO	

Signatures

G. Penn Holsenbeck for Louis C. Camilleri	09/28/2010
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__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).

Remarks:

Form 1 of 4

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