

HOLSENBECK G PENN

Form 4

November 25, 2009

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
Estimated average
burden hours per
response... 0.5

(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)

(Last) (First) (Middle)

120 PARK AVENUE

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP and Corporate Secretary

(Street)

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
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 ⁽¹⁾	D	
Common Stock								567	I ⁽²⁾	DPS

Edgar Filing: HOLSENBECK G PENN - Form 4

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.

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)	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 120 PARK AVENUE 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).

Edgar Filing: HOLSENBECK G PENN - Form 4

(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.

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.