

CAMILLERI LOUIS C
Form 4
September 27, 2010

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 *
CAMILLERI LOUIS C

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 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2010

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	09/23/2010		M		241,469	A	\$ 23.2034
Common Stock	09/23/2010		S		41,353	D	\$ 55.5
Common Stock	09/23/2010		S		800	D	\$ 55.5025
Common Stock	09/23/2010		S		56,783	D	\$ 55.505
Common Stock	09/23/2010		S		17,838	D	\$ 55.51

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Common Stock	09/23/2010	S	400	D	\$ 55.5125	1,877,596	D
Common Stock	09/23/2010	S	72,197	D	\$ 55.515	1,805,399	D
Common Stock	09/23/2010	S	10,600	D	\$ 55.52	1,794,799	D
Common Stock	09/23/2010	S	1,100	D	\$ 55.5225	1,793,699	D
Common Stock	09/23/2010	S	6,621	D	\$ 55.525	1,787,078	D
Common Stock	09/23/2010	S	4,979	D	\$ 55.53	1,782,099	D
Common Stock	09/23/2010	S	100	D	\$ 55.5325	1,781,999	D
Common Stock	09/23/2010	S	3,260	D	\$ 55.535	1,778,739	D
Common Stock	09/23/2010	S	3,640	D	\$ 55.54	1,775,099	D
Common Stock	09/23/2010	S	500	D	\$ 55.5425	1,774,599	D
Common Stock	09/23/2010	S	1,000	D	\$ 55.545	1,773,599	D
Common Stock	09/23/2010	S	4,489	D	\$ 55.55	1,769,110	D
Common Stock	09/23/2010	S	800	D	\$ 55.5525	1,768,310	D
Common Stock	09/23/2010	S	1,800	D	\$ 55.555	1,766,510	D
Common Stock	09/23/2010	S	1,400	D	\$ 55.557	1,765,110	D
Common Stock	09/23/2010	S	4,300	D	\$ 55.56	1,760,810	D
Common Stock	09/23/2010	S	500	D	\$ 55.5625	1,760,310	D
Common Stock	09/23/2010	S	2,600	D	\$ 55.57	1,757,710	D
Common Stock	09/23/2010	S	800	D	\$ 55.575	1,756,910	D
Common Stock	09/23/2010	S	1,509	D	\$ 55.58	1,755,401	D
	09/23/2010	S	1,300	D	\$ 55.59	1,754,101	D

Common
Stock

Common Stock 09/23/2010 S 800 D \$ 55.6 1,753,301 ⁽¹⁾ D

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

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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	09/23/2010		M	241,469	01/31/2002 01/31/2011	Common Stock 241,469

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 09/27/2010

**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) Includes 802,260 Restricted Shares and 474,038 Deferred Shares.

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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