

Philip Morris International Inc.

Form 4

April 01, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALANTZOPOULOS ANDRE

(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)

03/28/2008

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)

Chief Operating Officer

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)
Common Stock	03/28/2008		P	(A) Amount 46,000 (1)	\$ 50.528	106,332	D
Common Stock	03/28/2008		P	(A) Amount 14,000 (1)	\$ 48.993	120,332	D
Common Stock	03/28/2008		P	(A) Amount 11,300 (1)	\$ 49.673	131,632	D
Common Stock	03/28/2008		P	(A) Amount 58,800 (1)	\$ 50.811	190,432	D
Common Stock	03/28/2008		J	(A) Amount 39,268 (2)	\$ 0	229,700 (3)	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)		8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 27.2924 (4)	12/02/2003		J	V 0	06/02/2004	06/23/2008	Common Stock	11,017	\$
Option (Right to Buy)	\$ 27.2924 (4)	12/02/2003		J	V 0	06/02/2004	06/29/2009	Common Stock	5,168	\$
Option (Right to Buy)	\$ 30.3251 (4)	12/07/2004		J	V 0	06/07/2005	01/31/2011	Common Stock	26,382	\$
Option (Right to Buy)	\$ 34.7044 (4)	08/09/2005		J	V 0	02/09/2006	06/12/2011	Common Stock	20,755	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALANTZOPOULOS ANDRE 120 PARK AVENUE NEW YORK, NY 10017			Chief Operating Officer	

Signatures

G. Penn Holsenbeck for Andre
Calantzopoulos 04/01/2008

__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) The transactions were made on a "when-issued" basis, contingent upon the spin-off of Philip Morris International Inc. from Altria Group, Inc. The spin-off occurred on March 28, 2008.

Reflects a substitution of previously granted deferred shares awarded by Altria Group, Inc. on January 30, 2008 in accordance with the
- (2) terms of the Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. in connection with the spin-off of Philip Morris International Inc. on March 28, 2008.

Includes shares or share equivalents of common stock of the Issuer in connection with the pro rata distribution by Altria Group, Inc. to its
- (3) stockholders of 100% of the outstanding shares of the Issuer's common stock on March 28, 2008. Total includes 99,600 Deferred Shares, reflecting the same number of Deferred Shares of Issuer as Deferred Shares of Altria Group, Inc. awarded previously under Altria's compensation plans.
- (4) These options were originally granted by Altria. In connection with the Philip Morris International Inc. spin-off, these options were split into options to acquire Altria Common Stock and Issuer's Common Stock in accordance with the anti-dilution terms of Altria's compensation plans and the Employee Matters Agreement dated March 28, 2008, between Altria and the Issuer.

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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