

Philip Morris International Inc.  
Form 4  
April 01, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BROWN HAROLD**

(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)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/28/2008		J	V 6,952 A \$ 0	6,952 <sup>(1)</sup>	D	
Common Stock					12,000 <sup>(2)</sup>	I	By Trust

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)**

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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...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(4)	(4)		
Phantom Stock Units	(3)							Common Stock	31,771
Option (Right to Buy)	\$ 11.5526 (6)	04/27/2000		J V 0		10/27/2000 04/27/2010		Common Stock	9,638
Option (Right to Buy)	\$ 26.2492 (6)	04/26/2001		J V 0		10/26/2001 04/26/2011		Common Stock	2,399
Option (Right to Buy)	\$ 28.6676 (6)	04/25/2002		J V 0		10/25/2002 04/25/2012		Common Stock	2,294

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN HAROLD 120 PARK AVENUE NEW YORK, NY 10017		X		

## Signatures

G. Penn Holsenbeck for Harold Brown  
Date: 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) Includes 6,952 shares of Deferred Stock of the Issuer in connection with the pro rata distribution by Altria Group, Inc. ("Altria") to its stockholders of 100% of the outstanding shares of the Issuer's common stock on March 28, 2008 (the "Spin-Off"), in connection with the previously granted Altria awards.
  - (2) Includes shares or share equivalents of common stock of the Issuer in connection with the Spin-Off.

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- (3) Phantom Stock Units convert to common stock on a 1-for-1 basis.
- (4) These units are to be settled in cash upon the reporting person's termination as a member of the Issuer's board of directors.  
Share equivalents held in the deferred fee program of the Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee
- (5) Directors. As a result of the Spin-Off, reflects receipt of Phantom Stock Units of the Issuer, in accordance with the terms of previously granted Altria Phantom Stock Units.

- The options were originally granted by Altria. In connection with the Philip Morris International Inc. Spin-Off, these options were split
- (6) 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. 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.