

Philip Morris International Inc.
Form 3
April 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â CAMILLERI LOUIS C
(Last) (First) (Middle)

120 PARK AVENUE
(Street)

NEW YORK, Â NY Â 10017
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/28/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Chairman & CEO

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,227,702 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Option (Right to Buy)	06/23/1999	06/23/2008	Common Stock	171,099	\$ 20.7686 (2)	D	Â
Option (Right to Buy)	06/29/2004	06/29/2009	Common Stock	193,749	\$ 20.9157 (2)	D	Â
Option (Right to Buy)	06/29/2000	06/29/2009	Common Stock	193,749	\$ 20.9157 (2)	D	Â
Option (Right to Buy)	01/26/2001	01/26/2010	Common Stock	199,999	\$ 11.1604 (2)	D	Â
Option (Right to Buy)	01/31/2002	01/31/2011	Common Stock	253,529	\$ 23.2033 (2)	D	Â
Option (Right to Buy)	01/31/2003	06/12/2011	Common Stock	229,409	\$ 25.6426 (2)	D	Â
Option (Right to Buy)	02/27/2003	02/27/2012	Common Stock	299,999	\$ 33.988 (2)	D	Â
Option (Right to Buy)	02/27/2003	02/27/2012	Common Stock	299,999	\$ 27.5198 (2)	D	Â

Reporting Owners

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

Signatures

G. Penn Holsenbeck for Louis C. Camilleri 04/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes shares or share equivalents of common 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"). The total includes 371,900 shares of Restricted Stock and 626,565 shares of Deferred Stock of the Issuer received as a result of the Spin-Off in connection with the previously granted Altria awards. The number of Deferred Shares reflects 474,038 Deferred Shares of the Issuer in substitution of previously granted deferred shares awarded by Altria Group, Inc. on January 30, 2008 in accordance with the 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.

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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