Philip Morris International Inc.

Form 4

February 21, 2014

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

OMB APPROVAL

response...

Expires:

burden hours per

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Click Kevin | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|---|---|--|--|--|
| (Last) | (First) | (Middle) | Philip Morris International Inc. [PM] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 120 PARK AVENUE | | | (Month/Day/Year) 02/19/2014 | Director 10% Owner _X_ Officer (give title Other (specify below) SVP Human Resources | | | |
| | (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 | | | |
| NEW YORK, NY 10017 | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | uired, Disposed of, or Beneficially Owned | | | |

| (City) | (State) | (Zip) Tabl | le I - Non-l | Derivative S | ecurities Acqu | uired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--|------------|---|---|------------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) Execution Date, any (Month/Day/Ye | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | | (A) or (D) Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 02/19/2014 | | F | 4,844 I | \$ D 79.847 | 56,683 (2) | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: Philip Morris International Inc. - Form 4

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. | 5. orNumber | 6. Date Exerc Expiration Da | | 7. Title Amou | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|---|-----------------|---|--------------------------------|--------------------|------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Monun Day/ Year) | execution Date, if any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ | | Under Securi | lying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Click Kevin

120 PARK AVENUE SVP Human Resources

NEW YORK, NY 10017

Signatures

Jerry Whitson for Kevin
Click
02/21/2014

**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 average of the high and low price of Philip Morris International Inc. common stock on February 19, 2014.
- (2) Includes 41,800 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. 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.

Reporting Owners 2