

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 May 03, 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 \*  
 SANFORD LINDA S

2. Issuer Name and Ticker or Trading Symbol  
 INTERNATIONAL BUSINESS MACHINES CORP [IBM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

IBM CORPORATION, 294 ROUTE 100

04/30/2010

Senior Vice President

(Street)

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

SOMERS, NY 10589

(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		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: Beneficial or Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	04/30/2010		M		20,000	A	\$ 120.12	20,000	D
Common Stock	04/30/2010		S		800	D	\$ 129.29	19,200	D
Common Stock	04/30/2010		S		4,167	D	\$ 129.3	15,033	D
Common Stock	04/30/2010		S		5,400	D	\$ 129.32	9,633	D
Common Stock	04/30/2010		S		1,500	D	\$ 129.33	8,133	D

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Common Stock	04/30/2010	S	1,400	D	\$ 129.34	6,733	D	
Common Stock	04/30/2010	S	6,733	D	\$ 129.35	0	D	
Common Stock	04/30/2010	S	3,667	D	\$ 129.35	11,828.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	3,400	D	\$ 129.36	8,428.159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	1,500	D	\$ 129.37	6,928.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	2,500	D	\$ 129.38	4,428.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	500	D	\$ 129.39	3,928.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	500	D	\$ 129.4	3,428.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	1,000	D	\$ 129.41	2,428.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	100	D	\$ 129.43	2,328.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	100	D	\$ 129.4325	2,228.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	700	D	\$ 129.44	1,528.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	300	D	\$ 129.45	1,228.8159	I <sup>(1)</sup>	trust
Common Stock	04/30/2010	S	300	D	\$ 129.46	928.8159	I <sup>(1)</sup>	trust
Common Stock						2,091.1734	I <sup>(1)</sup>	son

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

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V (A) (D)					
Emp. Stock Option (right to buy)	\$ 120.12	04/30/2010	M		20,000	09/26/2004 <sup>(2)</sup>	09/25/2010	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFORD LINDA S IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589			Senior Vice President	

## Signatures

D. Cummins on behalf of L. S.  
Sanford

05/03/2010

        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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) This grant vested in four equal annual installments; the last installment vested on the date shown above.

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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