

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

July 25, 2011

**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 \*  
MILLS STEVEN A

(Last) (First) (Middle)

IBM CORPORATION, ONE NEW ORCHARD ROAD

(Street)

ARMONK, NY 10504

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/22/2011

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)  
Senior Vice President

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		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)	
			Code	V	Amount	(D)				Price
Common Stock	05/31/2011		G	V	10	D	\$ 0	123,429.8713	D	
Common Stock	05/31/2011		G	V	10	D	\$ 0	123,419.8713	D	
Common Stock	05/31/2011		G	V	10	D	\$ 0	123,409.8713	D	
Common Stock	05/31/2011		G	V	20	D	\$ 0	123,389.8713	D	
Common Stock	05/31/2011		G	V	20	D	\$ 0	123,369.8713	D	

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Common Stock	05/31/2011		G	V	120	D	\$ 0	123,249.8713	D
Common Stock	07/22/2011		M		11,804	A	\$ 82.76	135,053.8713	D
Common Stock	07/22/2011		M		26,120	A	\$ 91.04	161,173.8713	D
Common Stock	07/22/2011		M		4,523	A	\$ 92.12	165,696.8713	D
Common Stock	07/22/2011		M		49,647	A	\$ 101.33	215,343.8713	D
Common Stock	07/22/2011		M		12,411	A	\$ 102.8	227,754.8713	D
Common Stock	07/22/2011		S		76,505	D	\$ 185	151,249.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.001	151,149.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.005	151,049.8713	D
Common Stock	07/22/2011		S		14,471	D	\$ 185.01	136,578.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.015	136,478.8713	D
Common Stock	07/22/2011		S		2,079	D	\$ 185.02	134,399.8713	D
Common Stock	07/22/2011		S		1,750	D	\$ 185.03	132,649.8713	D
Common Stock	07/22/2011		S		1,100	D	\$ 185.04	131,549.8713	D
Common Stock	07/22/2011		S		1,200	D	\$ 185.05	130,349.8713	D

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)	\$ 101.33	07/22/2011	M	49,647	03/08/2009 <sup>(1)</sup>	03/07/2015	Common Stock	49,647
Emp. Stock Option (right to buy)	\$ 91.04	07/22/2011	M	26,120	05/08/2010 <sup>(1)</sup>	05/07/2016	Common Stock	26,120
Emp. Stock Option (right to buy)	\$ 92.12	07/22/2011	M	4,523	03/08/2008 <sup>(2)</sup>	03/07/2015	Common Stock	4,523
Emp. Stock Option (right to buy)	\$ 82.76	07/22/2011	M	11,804	05/08/2009 <sup>(2)</sup>	05/07/2016	Common Stock	11,804
Emp. Stock Option (right to buy)	\$ 102.8	07/22/2011	M	12,411	05/08/2010 <sup>(2)</sup>	05/07/2017	Common Stock	12,411

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS STEVEN A IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

## Signatures

D. Cummins on behalf of S. A. Mills  
07/25/2011

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

### Remarks:

Additional transactions will be shown on a subsequent Form 4.

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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