

BRISTOL MYERS SQUIBB CO

Form 4

March 09, 2006

**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 \*  
BONFIELD ANDREW R J

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRISTOL MYERS SQUIBB CO  
[(BMY)]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
345 PARK AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & CFO

NEW YORK, NY 10154

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  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.10 par<br>value | 03/07/2006                              |                                                             | A                                    | 24,000<br>(1)                                                       | A \$<br>22.73                                                                                                      | 181,431                                                                 | D                                                                 |
| Common<br>Stock,<br>\$0.10 par<br>value | 03/07/2006                              |                                                             | A                                    | 11,866<br>(2)                                                       | A \$<br>22.73                                                                                                      | 193,297                                                                 | D                                                                 |
| Common<br>Stock,<br>\$0.10 par<br>value | 03/07/2006                              |                                                             | F                                    | 4,253<br>(3)                                                        | D \$<br>22.73                                                                                                      | 189,044                                                                 | D                                                                 |

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Common  
Stock,  
\$0.10 par  
value

1,112.12 <sup>(4)</sup> I

By BMJ  
Savings &  
Investment  
Program

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                         |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                   | Amount<br>or<br>Number<br>of Shares |
| Executive<br>Option<br>(right to<br>buy)            | \$ 22.73                                                              | 03/07/2006                              |                                                             | A                                       |                                                                                                              | 99,960                                                         |     | <u>(5)</u>                                                          | 03/06/2016         | Common<br>Stock,<br>\$0.10 par<br>value | 99,960                              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |           |
|--------------------------------------------------------------|---------------|-----------|---------|-----------|
|                                                              | Director      | 10% Owner | Officer | Other     |
| BONFIELD ANDREW R J<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               |           |         | SVP & CFO |

## Signatures

By: /s/ Sandra Leung,  
Attorney-in-Fact

03/09/2006

\_\_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) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.

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- (2) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.
- (3) Shares withheld for payment of taxes.
- (4) Based on a plan statement as of the end of the most recent fiscal quarter.

Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and

- (5) remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

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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