BRISTOL MYERS SQUIBB CO

Form 4

March 10, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ANDREOTTI LAMBERTO Issuer Symbol **BRISTOL MYERS SQUIBB CO** (Check all applicable) [BMY] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) **BRISTOL-MYERS SQUIBB** 03/06/2014 Chief Executive Officer COMPANY, 345 PARK AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10154

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative S | Securi | ties Acquire | d, Disposed of, o | r Beneficially | Owned |
|---|--------------------------------------|---|--|--|----------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securitie onDisposed o (Instr. 3, 4 | f(D) | , , | 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) |
| Common Stock, \$0.10 par value | 03/06/2014 | | M | 29,240 | ٨ | \$ 0 | 738,383 | D | |
| Common Stock, \$0.10 par value | 03/06/2014 | | J | 19,854 | A (2) | \$ 0 | 758,237 | D | |
| Common Stock, \$0.10 par | 03/06/2014 | | F | 27,454 | D (3) | \$ 55.56 | 730,783 | D | |

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value

Common \$ Stock, S 03/10/2014 100,000 D 55.5226 630,783 D \$0.10 par (4) value

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|-----------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Market Share Units | <u>(5)</u> | 03/06/2014 | | M | 29,240 | <u>(1)</u> | 03/06/2016(1) | Common Stock, \$0.10 par value | 29,240 |

Reporting Owners

| Reporting Owner Name / Address | Keiationsnips | | | | |
|---|---------------|-----------|-------------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| ANDREOTTI LAMBERTO BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154 | X | | Chief Executive Officer | | |
| Signatures | | | | | |

/s/ Robert J. Wollin, attorney-in-fact for Lamberto 03/10/2014 Andreotti

> **Signature of Reporting Person Date

Reporting Owners 2

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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) Represents vesting of one-quarter of market share units granted on March 6, 2012.
- (2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (3) Shares withheld for payment of taxes upon vesting of awards.
 - The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$55.22
- (4) to \$55.89, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.

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.