

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 December 28, 2007

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 *
 ZEITLER WILLIAM M

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

12/27/2007

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SOMERS, NY 10589

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)										
<table border="0" style="width: 100%;"> <tr> <td style="width: 10%;"></td> <td style="width: 25%;"></td> <td style="width: 10%;"></td> <td style="width: 5%; text-align: center;">Code</td> <td style="width: 5%; text-align: center;">V</td> <td style="width: 10%; text-align: center;">(A) (D)</td> <td style="width: 10%; text-align: center;">Date Exercisable</td> <td style="width: 10%; text-align: center;">Expiration Date</td> <td style="width: 15%; text-align: center;">Title</td> <td style="width: 15%; text-align: center;">Amount or Number of Shares</td> </tr> </table>											Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
Phantom Stock Unit	\$ 0 ⁽¹⁾	12/27/2007	A ⁽²⁾	V	8	(3)	(3)	Common Stock	8	\$ 0							

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZEITLER WILLIAM M IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589	Senior Vice President

Signatures

D. Cummins for W. M. Zeitler by
power-of-attorney

12/28/2007

**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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
 - (2) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
 - (3) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company.
- 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.