

Mead Johnson Nutrition Co
 Form 4
 December 22, 2009

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 *
BRISTOL MYERS SQUIBB CO

2. Issuer Name and Ticker or Trading Symbol
Mead Johnson Nutrition Co [MJN]

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)
 12/18/2009

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

NEW YORK, NY 10154

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/18/2009 | | C | | 127,655,429 | A | 170,000,000 |
| Class A Common Stock | 12/18/2009 | | J | | 170,000,000 | D | 0 |

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 Number Shares |
| Class B Common Stock | (3) | 12/18/2009 | | C | 127,655,429 | (1) | (1) | Class A Common Stock | 127,655,429 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRISTOL MYERS SQUIBB CO 345 PARK AVENUE NEW YORK, NY 10154 | | | X | |

Signatures

/s/ Sonia Vora, Assistant Corporate Secretary for Bristol-Myers Squibb Company 12/22/2009

**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).
- The Class A Common Stock was acquired pursuant to the conversion of Class B Common Stock in an exempt transaction under Rule
- (1) 16b-6(b). The Class B Common Stock was converted into Class A Common Stock on a one-for-one basis and had no exercise or conversion price.
 - (2) Bristol-Myers Squibb Company ("BMS") disposed of 170,000,000 shares of Class A Common Stock in exchange for 269,285,601 shares of BMS common stock pursuant to a registered exchange offer to BMS common stockholders. The final exchange ratio for the exchange offer was 0.6313 shares of Class A Common Stock per share of BMS common stock accepted in the exchange offer. As a result of the exchange offer, BMS has disposed of its entire equity interest in the Issuer. The closing price of BMS common stock on the New York Stock Exchange on December 18, 2009 was \$25.78.
 - (3) The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis and had no exercise or conversion price or expiration date.
 - (4) Prior to November 13, 2009, the reported securities were owned directly by E.R. Squibb & Sons, L.L.C. ("ERS"), which is a wholly-owned subsidiary of BMS. On November 13, 2009, ERS distributed the reported securities to BMS.

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.