

Rhodin Michael D.  
Form 3  
January 21, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Rhodin Michael D.  
(Last) (First) (Middle)

IBM CORPORATION,Â 5  
TECHNOLOGY PARK DR.,  
WESTFORD TECH CTR  
(Street)

WESTFORD,Â MAÂ 01886  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/12/2010

3. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL BUSINESS MACHINES CORP  
[IBM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Senior Vice President

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 1,793.6421                                            | D                                                        | Â                                                     |
| Common Stock                    | 50                                                    | I <u>(1)</u>                                             | son                                                   |
| Common Stock                    | 50                                                    | I <u>(1)</u>                                             | daughter 1                                            |
| Common Stock                    | 50                                                    | I <u>(1)</u>                                             | daughter 2                                            |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                  | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|------------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date  | Title                                                                          | Amount or Number of Shares |                                                        |                                                                                    |                                                          |
| Emp. Stock Option (right to buy)              | 05/08/2010 <sup>(2)</sup>                                   | 05/07/2017       | Common Stock                                                                   | 2,642                      | \$ 102.8                                               | D                                                                                  | Â                                                        |
| Rst. Stock Unit                               | Â <sup>(3)</sup>                                            | Â <sup>(3)</sup> | Common Stock                                                                   | 1,954                      | \$ 0                                                   | D                                                                                  | Â                                                        |
| Rst. Stock Unit                               | Â <sup>(4)</sup>                                            | Â <sup>(4)</sup> | Common Stock                                                                   | 4,206                      | \$ 0                                                   | D                                                                                  | Â                                                        |
| Rst. Stock Unit                               | Â <sup>(5)</sup>                                            | Â <sup>(5)</sup> | Common Stock                                                                   | 1,974                      | \$ 0                                                   | D                                                                                  | Â                                                        |
| Rst. Stock Unit                               | Â <sup>(6)</sup>                                            | Â <sup>(6)</sup> | Common Stock                                                                   | 14,564                     | \$ 0                                                   | D                                                                                  | Â                                                        |
| Rst. Stock Unit                               | Â <sup>(7)</sup>                                            | Â <sup>(7)</sup> | Common Stock                                                                   | 8,772                      | \$ 0                                                   | D                                                                                  | Â                                                        |
| Phantom Stock Unit                            | Â <sup>(8)</sup>                                            | Â <sup>(8)</sup> | Common Stock                                                                   | 3,557                      | \$ 0                                                   | D                                                                                  | Â                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                          | Director      | 10% Owner | Officer                 | Other |
| Rhodin Michael D.<br>IBM CORPORATION<br>5 TECHNOLOGY PARK DR., WESTFORD TECH CTR<br>WESTFORD,Â MAÂ 01886 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

D. Cummins on behalf of M. D. Rhodin  
01/21/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) This grant vests in its entirety on the date shown above.
- (3) These units are payable in cash or the company's common stock upon lapse of the restrictions on May 8, 2010.
- (4)

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Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,103 of the units on May 8, 2010 and for 2,103 of the units on May 8, 2012.

- (5) These units are payable in cash or the company's common stock upon lapse of the restrictions on May 8, 2011.
- (6) These units are payable in cash or the company's common stock upon lapse of the restrictions on September 4, 2012.
- (7) These units are payable in cash or the company's common stock upon lapse of the restrictions on December 21, 2014.

Phantom stock units acquired under the IBM Excess 401(k) Plus Plan convert to the cash value of the company's common stock on a

- (8) one-for-one basis, and distribution is deferred until separation from the company. The reporting person may transfer some of these phantom stock units into an alternative investment account under such plan.

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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