

KELLY JOHN E III
Form 4
May 17, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
KELLY JOHN E III

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, P.O. BOX 218

05/14/2010

Senior Vice President

(Street)

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

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

YORKTOWN HEIGHTS, NY 10598

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/14/2010 | | S | | 900 | D | \$ 130.19 53,344.187 D |
| Common Stock | 05/14/2010 | | S | | 700 | D | \$ 130.2 52,644.187 D |
| Common Stock | 05/14/2010 | | S | | 2,500 | D | \$ 130.22 50,144.187 D |
| Common Stock | 05/14/2010 | | S | | 100 | D | \$ 130.225 50,044.187 D |
| Common Stock | 05/14/2010 | | S | | 1,900 | D | \$ 130.23 48,144.187 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|------------|---|
| Common Stock | 05/14/2010 | S | 1,700 | D | \$ 130.24 | 46,444.187 | D |
| Common Stock | 05/14/2010 | S | 100 | D | \$ 130.25 | 46,344.187 | D |
| Common Stock | 05/14/2010 | S | 1,700 | D | \$ 130.26 | 44,644.187 | D |
| Common Stock | 05/14/2010 | S | 407 | D | \$ 130.27 | 44,237.187 | D |
| Common Stock | 05/14/2010 | S | 1,800 | D | \$ 130.28 | 42,437.187 | D |
| Common Stock | 05/14/2010 | S | 400 | D | \$ 130.29 | 42,037.187 | D |
| Common Stock | 05/14/2010 | S | 100 | D | \$ 130.3 | 41,937.187 | D |
| Common Stock | 05/14/2010 | S | 500 | D | \$ 130.32 | 41,437.187 | D |
| Common Stock | 05/14/2010 | S | 100 | D | \$ 130.33 | 41,337.187 | D |
| Common Stock | 05/14/2010 | S | 400 | D | \$ 130.35 | 40,937.187 | D |
| Common Stock | 05/14/2010 | S | 100 | D | \$ 130.36 | 40,837.187 | D |
| Common Stock | 05/14/2010 | S | 1,400 | D | \$ 130.37 | 39,437.187 | D |
| Common Stock | 05/14/2010 | S | 400 | D | \$ 130.39 | 39,037.187 | D |
| Common Stock | 05/14/2010 | S | 300 | D | \$ 130.41 | 38,737.187 | D |

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

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(9-02)

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY JOHN E III IBM CORPORATION P.O. BOX 218 YORKTOWN HEIGHTS, NY 10598 | | | Senior Vice President | |

Signatures

D. Cummins on behalf of J. E.
Kelly III

05/17/2010

**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).

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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