

BRISTOL MYERS SQUIBB CO
Form DEFA14A
March 21, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only
 Definitive Proxy Statement
 Definitive Additional Materials (as permitted by Rule 14a-6(e)(2))
 Soliciting Material Pursuant to §240.14a-12

Bristol-Myers Squibb Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery, please make the request as instructed above on or before 4/19/11.

How To Vote

Please Choose One of the Following Voting Methods

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Vote In Person: All stockholders of record and stockholders in street name who have obtained a legal proxy may vote in person at the meeting. If you plan on attending the meeting in person, please bring this Notice. **This Notice serves as your admission ticket to the meeting. It will only admit the stockholder(s) listed in this Notice and is not transferable. Please bring photo identification if you plan to attend the meeting in person.**

Vote By Internet: To vote now by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., Eastern Time either on (i) April 28, 2011 for shares in employee benefit plans, or (ii) May 2, 2011 for all other shares. Have this Notice in hand when you access the website and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH DIRECTOR UNDER ITEM 1.

1. Election of Directors

Nominees:

1A) L. Andreotti

1B) L. B. Campbell

1C) J. M. Cornelius

1D) L. J. Freeh

1E) L. H. Glimcher, M.D.

1F) M. Grobstein

1G) L. Johansson

1H) A. J. Lacy

1I) V. L. Sato, Ph.D.

1J) E. Sigal, M.D., Ph.D.

1K) T. D. West, Jr.

1L) R. S. Williams, M.D.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEMS 2 AND 3.

2. Ratification of the Appointment of Independent Registered Public Accounting Firm

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3. Advisory Vote on the Compensation of our Named Executive Officers

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR 3 YEARS ON ITEM 4.

4. Advisory Vote on the Frequency of the Advisory Vote on the Compensation of our Named Executive Officers

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEMS 5, 6 AND 7.

5. Executive Compensation Disclosure
6. Shareholder Action by Written Consent
7. Pharmaceutical Price Restraint