

BRISTOL MYERS SQUIBB CO  
Form 4  
March 14, 2017

**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 \*  
Cuss Francis M

2. Issuer Name and Ticker or Trading Symbol  
BRISTOL MYERS SQUIBB CO  
[BMY]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
BRISTOL-MYERS SQUIBB  
COMPANY, 345 PARK AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CSO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.10 par value	03/10/2017		M		2,740 <sup>(1)</sup>	A	\$ 0 292,471.531 D
Common Stock, \$0.10 par value	03/10/2017		J		1,343 <sup>(2)</sup>	A	\$ 0 293,814.531 D
Common Stock, \$0.10 par	03/10/2017		F		2,022 <sup>(3)</sup>	D	\$ 58.32 291,792.531 D

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value							
Common Stock, \$0.10 par value	03/10/2017	M	<u>5,279</u> (4)	A	\$ 0	297,071.531	D
Common Stock, \$0.10 par value	03/10/2017	J	41 <u>(2)</u>	A	\$ 0	297,112.531	D
Common Stock, \$0.10 par value	03/10/2017	F	<u>2,759</u> (3)	D	\$ 58.32	294,353.531	D
Common Stock, \$0.10 par value	03/10/2017	M	<u>4,982</u> (5)	A	\$ 0	299,335.531	D
Common Stock, \$0.10 par value	03/10/2017	J	653 <u>(6)</u>	D	\$ 0	298,682.531	D
Common Stock, \$0.10 par value	03/10/2017	F	<u>2,245</u> (3)	D	\$ 58.32	296,437.531	D
Common Stock, \$0.10 par value	03/10/2017	M	<u>5,772</u> (7)	A	\$ 0	302,209.531	D
Common Stock, \$0.10 par value	03/10/2017	J	831 <u>(6)</u>	D	\$ 0	301,378.531	D
Common Stock, \$0.10 par value	03/10/2017	F	<u>2,562</u> (3)	D	\$ 58.32	298,816.531	D
Common Stock, \$0.10 par value	03/10/2017	M	<u>47,953</u> (8)	A	\$ 0	346,769.531	D
Common Stock, \$0.10 par value	03/10/2017	F	<u>24,864</u> (3)	D	\$ 58.32	321,905.531	D

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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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Market Share Units	<u>(9)</u>	03/10/2017		M	2,740	<u>(1)</u> 03/10/2017 <u>(1)</u>	Common Stock, \$0.10 par value	2,740
Market Share Units	<u>(9)</u>	03/10/2017		M	5,279	<u>(4)</u> 03/10/2018 <u>(4)</u>	Common Stock, \$0.10 par value	5,279
Market Share Units	<u>(9)</u>	03/10/2017		M	4,982	<u>(5)</u> 03/10/2019 <u>(5)</u>	Common Stock, \$0.10 par value	4,982
Market Share Units	<u>(9)</u>	03/10/2017		M	5,772	<u>(7)</u> 03/10/2020 <u>(7)</u>	Common Stock, \$0.10 par value	5,772
Performance Shares	<u>(10)</u>	03/10/2017		M	47,953 <u>(8)</u>	<u>(10)</u> 03/10/2017 <u>(10)</u>	Common Stock, \$0.10 par value	47,953

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cuss Francis M BRISTOL-MYERS SQUIBB COMPANY			EVP & CSO	

345 PARK AVENUE  
NEW YORK, NY 10154

## Signatures

/s/ Katherine Kelly, attorney-in-fact for Francis M.  
Cuss

03/14/2017

\_\_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) Represents vesting of one-quarter of market share units granted on March 10, 2013.
- (2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (3) Shares withheld for payment of taxes upon vesting of awards.
- (4) Represents vesting of one-quarter of market share units granted on March 10, 2014.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2015.
- (6) Represents a downward adjustment to the number of shares acquired upon the vesting of market share units due to the performance factor.
- (7) Represents vesting of one-quarter of market share units granted on March 10, 2016.
- (8) Amount represents distribution of performance shares earned under the 2014-2016 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.  
  
Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.
- (9)
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.

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