

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

February 09, 2016

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 SECURITIESFiled 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 *
Rometty Virginia M2. 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)
02/05/2016____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chairman, Pres. and CEOIBM CORPORATION, ONE NEW
ORCHARD ROAD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ARMONK, NY 10504

(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
Common Stock	02/05/2016		M		21,456	A	\$ 91.04
Common Stock	02/05/2016		S		100	D	\$ 125.85
Common Stock	02/05/2016		S		200	D	\$ 125.88
Common Stock	02/05/2016		S		300	D	\$ 125.885
Common Stock	02/05/2016		S		300	D	\$ 125.9

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Common Stock	02/05/2016	S	400	D	\$ 125.91	30,514.1413	D	
Common Stock	02/05/2016	S	900	D	\$ 125.92	29,614.1413	D	
Common Stock	02/05/2016	S	150	D	\$ 125.93	29,464.1413	D	
Common Stock	02/05/2016	S	400	D	\$ 125.94	29,064.1413	D	
Common Stock	02/05/2016	S	300	D	\$ 125.95	28,764.1413	D	
Common Stock	02/05/2016	S	300	D	\$ 125.98	28,464.1413	D	
Common Stock	02/05/2016	S	100	D	\$ 125.99	28,364.1413	D	
Common Stock	02/05/2016	S	2,625	D	\$ 126	25,739.1413	D	
Common Stock	02/05/2016	S	800	D	\$ 126.01	24,939.1413	D	
Common Stock	02/05/2016	S	400	D	\$ 126.03	24,539.1413	D	
Common Stock	02/05/2016	S	800	D	\$ 126.04	23,739.1413	D	
Common Stock	02/05/2016	S	300	D	\$ 126.045	23,439.1413	D	
Common Stock	02/05/2016	S	600	D	\$ 126.05	22,839.1413	D	
Common Stock	02/05/2016	S	100	D	\$ 126.07	22,739.1413	D	
Common Stock	02/05/2016	S	800	D	\$ 126.08	21,939.1413	D	
Common Stock	02/05/2016	G V	3,254	D	\$ 0	176,264.6661	I ⁽¹⁾	trust

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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 91.04	02/05/2016		M		21,456		05/08/2010 ⁽²⁾	05/07/2016	Common Stock	21,456
Phantom Stock Unit	\$ 0 ⁽³⁾	02/08/2016		A ⁽⁴⁾		162		⁽⁵⁾	⁽⁵⁾	Common Stock	162

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rometty Virginia M IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504	Chairman, Pres. and CEO

Signatures

M. Clemens on behalf of V. M.
Rometty

02/09/2016

____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) 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 vested in four equal annual installments; the last installment vested on the date shown above.
- (3) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (4) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (5) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer these phantom stock units into an alternative account under such plan.

Remarks:

Additional transactions will be shown on a subsequent Form 4.

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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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