

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

(Last) (First) (Middle)  
**IBM CORPORATION, P.O. BOX 218**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/14/2010**

**YORKTOWN HEIGHTS, NY 10598**

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/14/2010		S		210	D	\$ 129.74 66,304.187
Common Stock	05/14/2010		S		900	D	\$ 129.76 65,404.187
Common Stock	05/14/2010		S		110	D	\$ 129.77 65,294.187
Common Stock	05/14/2010		S		50	D	\$ 129.8 65,244.187
Common Stock	05/14/2010		S		800	D	\$ 129.86 64,444.187

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Common Stock	05/14/2010	S	600	D	\$ 129.88	63,844.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.895	63,744.187	D
Common Stock	05/14/2010	S	700	D	\$ 129.9	63,044.187	D
Common Stock	05/14/2010	S	400	D	\$ 129.96	62,644.187	D
Common Stock	05/14/2010	S	900	D	\$ 129.97	61,744.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 129.98	60,544.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.99	60,444.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.01	59,244.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.07	58,044.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.08	56,844.187	D
Common Stock	05/14/2010	S	500	D	\$ 130.09	56,344.187	D
Common Stock	05/14/2010	S	200	D	\$ 130.1	56,144.187	D
Common Stock	05/14/2010	S	800	D	\$ 130.11	55,344.187	D
Common Stock	05/14/2010	S	400	D	\$ 130.12	54,944.187	D
Common Stock	05/14/2010	S	700	D	\$ 130.13	54,244.187	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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