### Edgar Filing: INTERNATIONAL BUSINESS MACHINES CORP - Form 4

#### INTERNATIONAL BUSINESS MACHINES CORP

Form 4

February 09, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MILLS STEVEN A Issuer Symbol INTERNATIONAL BUSINESS (Check all applicable) MACHINES CORP [IBM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) IBM CORPORATION, 294 ROUTE 02/08/2011 Senior Vice President 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **SOMERS, NY 10589** Person

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transa	actio	4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following	Form: Direct (D) or	Beneficial Ownership	
						(A) or		Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
			Code	V	Amount	(D)	Price	(======================================			
Common Stock	02/04/2011		G	V	700	D	\$0	122,768.2901	D		
Common Stock	02/04/2011		G	V	1,000	D	\$0	121,768.2901	D		

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

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# 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)	tionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (1)	02/08/2011		A(2)	119		(3)	(3)	Common Stock	119	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLS STEVEN A IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589

Senior Vice President

## **Signatures**

D. Cummins on behalf of S. A. Mills

02/09/2011

\*\*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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (3) 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 investment account under such plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. (6) (6) Common Stock 6,000 7,500 D Phantom Shares (4) (5) (6) (6)

Common Stock 6,000 13,500 D Phantom Shares (4) (5) (6) Common Stock 6,000 19,500 D

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORRIS MICHAEL G
221 EAST FOURTH STREET X
CINCINNATI 45202

## **Signatures**

Christopher J. Wilson by Power of Attorney for Michael G. Morris

01/08/2008

\*\*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).
  - Under the terms of the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan, reporting
- (1) person elected to defer a percentage of his annual retainer and/or meeting fees. These shares were acquired pursuant to the terms of the Deferred Compensation Plan for Outside Directors.
- (2) Option shares granted under the 1997 Stock Option Plan for Non-Employee Directors, which is a Rule 16b-3 Plan.
- (3) Option shares granted under the 2007 Stock Option Plan for Non-Employee Directors which is a Rule 16b-3 Plan.
- (4) Phantom shares granted under the Cincinnati Bell Inc. Deferred Compensation Plan for Outside Directors, which is a Rule 16b-3 Plan.
- (5) One for one conversion.
- (6) Phantom shares are payable in cash following retirement or termination of the reporting person's employment/affiliation with the Company.

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