

IWATA JON C  
Form 4  
February 24, 2012

**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 \*  
IWATA JON C

2. 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)

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

IBM CORPORATION, ONE NEW ORCHARD ROAD

02/23/2012

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

ARMONK, NY 10504

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	(D)	Price
Common Stock	02/23/2012		S		100	D	\$ 198.61
					47,681.2061	D	
Common Stock	02/23/2012		S		400	D	\$ 198.63
					47,281.2061	D	
Common Stock	02/23/2012		S		400	D	\$ 198.64
					46,881.2061	D	
Common Stock	02/23/2012		S		300	D	\$ 198.645
					46,581.2061	D	
Common Stock	02/23/2012		S		400	D	\$ 198.65
					46,181.2061	D	

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Common Stock	02/23/2012	S	1,300	D	\$ 198.67	44,881.2061	D
Common Stock	02/23/2012	S	1,600	D	\$ 198.68	43,281.2061	D
Common Stock	02/23/2012	S	853	D	\$ 198.69	42,428.2061	D
Common Stock	02/23/2012	S	2,632	D	\$ 198.7	39,796.2061	D
Common Stock	02/23/2012	S	600	D	\$ 198.705	39,196.2061	D
Common Stock	02/23/2012	S	300	D	\$ 198.71	38,896.2061	D
Common Stock	02/23/2012	S	600	D	\$ 198.715	38,296.2061	D
Common Stock	02/23/2012	S	1,000	D	\$ 198.72	37,296.2061	D
Common Stock	02/23/2012	S	174	D	\$ 198.7201	37,122.2061	D
Common Stock	02/23/2012	S	1,490	D	\$ 198.73	35,632.2061	D
Common Stock	02/23/2012	S	100	D	\$ 198.735	35,532.2061	D
Common Stock	02/23/2012	S	700	D	\$ 198.74	34,832.2061	D
Common Stock	02/23/2012	S	600	D	\$ 198.75	34,232.2061	D
Common Stock	02/23/2012	S	200	D	\$ 198.76	34,032.2061	D
Common Stock	02/23/2012	S	500	D	\$ 198.77	33,532.2061	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. Nu Deriv Secur Bene
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IWATA JON C IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

## Signatures

D. Cummins on behalf of J. C. Iwata  
 02/24/2012  
 \*\*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).

### Remarks:

Additional transactions will be shown on a subsequent Form 4.

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.