

BRISTOL MYERS SQUIBB CO
Form 4
August 05, 2015

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 *
ANDREOTTI LAMBERTO

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

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2015

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, \$0.10 par value	08/03/2015		M		115,000	A \$ 22.73 685,074	D
Common Stock, \$0.10 par value	08/03/2015		M		200,000	A \$ 24.74 885,074	D
Common Stock, \$0.10 par	08/03/2015		S		31,200	D \$ 64.753	D
					(1)	(1)	

value

Common
 Stock, \$0.10 par value 08/03/2015 S 283,800⁽²⁾ D \$ 65.43⁽²⁾ 570,074 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)	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)
					Code	V	(A)	(D)	Date Exercisable	
Option (right to buy)	\$ 22.73	08/03/2015		M			115,000	<u>(3)</u>	03/06/2016	Common Stock, \$0.10 par value
Option (right to buy)	\$ 24.74	08/03/2015		M			200,000	<u>(4)</u>	11/30/2016	Common Stock, \$0.10 par value
Deferred Share Units	<u>(5)</u>	08/03/2015		A			1,211.2	<u>(5)</u>	<u>(5)</u>	Common Stock, \$0.10 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREOTTI LAMBERTO BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154	X			

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Lamberto
Andreotti

08/05/2015

__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) A portion of these shares were sold to cover exercise price and taxes in accordance with broker's procedure for sell-to-cover transactions. The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$64.69 to \$64.81, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

(2) A portion of these shares were sold to cover exercise price and taxes in accordance with broker's procedure for sell-to-cover transactions. The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.78, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

(3) Twenty-five percent of the stock option award vested on each of the first, second, third, and fourth anniversaries of the grant date, which was March 7, 2006.

(4) One-third of the stock option award vested on each of the third, fourth, and fifth anniversaries of the grant date, which was December 1, 2006.

(5) Each Deferred Share Unit will be converted into a share of common stock upon settlement. The Deferred Share Units become settleable when the reporting person ceases to be a director or at a future date previously specified by the reporting person.

(6) Represents pro rata portion of the 2015 annual Deferred Share Units awards granted to the Company's directors.

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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