

BRISTOL MYERS SQUIBB CO
Form 4
March 14, 2017

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2017

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

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE

(Street)

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

NEW YORK, NY 10154

(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 or Price | | | | | |
| Common Stock, \$0.10 par value | 03/10/2017 | | M | | 102,174 ⁽¹⁾ | A | \$ 0 | 1,060,105 | D | |
| Common Stock, \$0.10 par value | 03/10/2017 | | F | | 56,993 ⁽²⁾ | D | \$ 58.32 | 1,003,112 | D | |
| Common Stock, \$0.10 par | | | | | | | | 200,000 | I | 2016 Trust |

value

Common
Stock,
\$0.10 par
value

41,273 I 2015
Trust

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares | (3) | 03/10/2017 | | M | 102,174 (1) | (3) 03/10/2017(3) | 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/ Katherine Kelly, attorney-in-fact for Lamberto
Andreotti

03/14/2017

**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)

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Amount represents distribution of performance shares earned under the 2014-2016 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.

- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.

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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