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|--|---|---------------|----------|--|------|-------------|--|----------------------------|--|------------------|---|--|--|
| INTERNA Form 4 May 27, 20 | TIONAL BUSINI 108 | ESS MACI | HINES | COR | Р | | | | | | | | |
| FOR | ЛД | | | | | | | | | OMB AP | PROVAL | | |
| Check t if no lo | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: Expires: | 3235-0287 January 31, 2005 | | | | |
| subject to Section 16. Form 4 or | | | | CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Estimated average burden hours per response 0.5 | | |
| Form 5 obligati may co <i>See</i> Inst 1(b). | ions Section 17 | (a) of the F | Public I | Utility | Ho | lding Co | mpar | • | Act of 1934, 935 or Section | | | | |
| (Print or Type | e Responses) | | | | | | | | | | | | |
| KELLY JOHN E III Sym | | | | bol Is: ERNATIONAL BUSINESS | | | | Is | 5. Relationship of Reporting Person(s) to ssuer (Check all applicable) | | | | |
| | | | MACI | HINES | S CO | ORP [IB] | M] | | (encer | un applicable) | | | |
| (Mo | | | | the of Earliest Transaction Director 10% Own th/Day/Year) Officer (give title Other (spectrum) 3/2008 Senior Vice President | | | | | (specify | | | | |
| 218 | (Street) | | ∕l If An | nendme | nt T | Date Origin | ما | 6 | Individual or Ioi | nt/Group Filing | t(Check | | |
| | | | | mendment, Date Original 6. Individual or Joint/Group Filing(Check Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person | | | | | son | | | | |
| YORKTO | WN HEIGHTS, N | VY 10598 | | | | | | | Form filed by Mo erson | ore than One Rep | orting | | |
| (City) | (State) | (Zip) | Ta | ble I - N | Non- | -Derivativ | e Secu | rities Acquir | red, Disposed of, | or Beneficially | y Owned | | |
| 1.Title of Security (Instr. 3) | Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) | | | | |) | SecuritiesOwBeneficiallyForOwnedDireFollowingor IrReported(I)Transaction(s)(Inst | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| C | | | | Code | V | Amount | (D) | Price | (Instr. 3 and 4) | | | | |
| Common Stock | 05/14/2008 | | | G | V | 100 | D | \$0 | 39,250.3445 | D | | | |
| Common Stock | 05/23/2008 | | | М | | 1,124 | А | \$ 88.955 | 40,374.3445 | D | | | |
| Common Stock | 05/23/2008 | | | М | | 39,076 | А | \$ 88.955 | 79,450.3445 | D | | | |
| Common Stock | 05/23/2008 | | | S | | 400 | D | \$ 124.06 | 79,050.3445 | D | | | |

Common

Stock

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| Common Stock | 05/23/2008 | S | 5,692 | D | \$ 124.07 | 72,758.3445 | D |
|-----------------|------------|---|-------|---|----------------|-------------|---|
| Common Stock | 05/23/2008 | S | 800 | D | \$ 124.0701 | 71,958.3445 | D |
| Common Stock | 05/23/2008 | S | 3,550 | D | \$ 124.08 | 68,408.3445 | D |
| Common Stock | 05/23/2008 | S | 2,600 | D | \$ 124.085 | 65,808.3445 | D |
| Common Stock | 05/23/2008 | S | 208 | D | \$ 124.0875 | 65,600.3445 | D |
| Common Stock | 05/23/2008 | S | 4,100 | D | \$ 124.09 | 61,500.3445 | D |
| Common Stock | 05/23/2008 | S | 100 | D | \$ 124.095 | 61,400.3445 | D |
| Common Stock | 05/23/2008 | S | 34 | D | \$ 124.1 | 61,366.3445 | D |
| Common Stock | 05/23/2008 | S | 100 | D | \$ 124.12 | 61,266.3445 | D |
| Common Stock | 05/23/2008 | S | 301 | D | \$ 124.14 | 60,965.3445 | D |
| Common Stock | 05/23/2008 | S | 300 | D | \$ 124.145 | 60,665.3445 | D |
| Common Stock | 05/23/2008 | S | 1,000 | D | \$ 124.15 | 59,665.3445 | D |
| Common Stock | 05/23/2008 | S | 1,600 | D | \$ 124.155 | 58,065.3445 | D |
| Common Stock | 05/23/2008 | S | 1,900 | D | \$ 124.16 | 56,165.3445 | D |
| Common Stock | 05/23/2008 | S | 86 | D | \$ 124.17 | 56,079.3445 | D |
| Common Stock | 05/23/2008 | S | 100 | D | \$ 124.18 | 55,979.3445 | D |
| Common Stock | 05/23/2008 | S | 600 | D | \$ 124.19 | 55,379.3445 | D |
| Common Stock | 05/23/2008 | S | 2,200 | D | \$ 124.195 | 53,179.3445 | D |
| Common Stock | 05/23/2008 | S | 1,000 | D | \$ 124.2 | 52,179.3445 | D |
| Common Stock | 05/23/2008 | S | 100 | D | \$ 124.2001 | 52,079.3445 | D |

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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.

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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--------------------|--|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Emp. Stock Option (right to buy) | \$ 88.955 | 05/23/2008 | | М | 39,076 | 02/23/2003 <u>(1)</u> | 02/22/2009 | Common Stock | 39,070 |
| Emp. Stock Option (right to buy) | \$ 88.955 | 05/23/2008 | | М | 1,124 | 02/23/2003 <u>(1)</u> | 02/22/2009 | Common Stock | 1,124 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| KELLY JOHN E III IBM CORPORATION P.O. BOX 218 YORKTOWN HEIGHTS, NY 10598 | | Senior Vice President | | | | | |
| Signatures | | | | | | | |
| D. Cummins for J. E. Kelly III by power-of-attorney | 05/27/2008 | | | | | | |
| **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).
- (1) This grant vested in four equal annual installments; the last installment vested on the date shown above.

Remarks:

Additional sales 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.