

LOUGHRIDGE MARK

Form 4

October 29, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOUGHRIDGE MARK

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)
IBM CORPORATION, ONE NEW
ORCHARD ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP and CFO

(Street)
ARMONK, NY 10504

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price		
Common Stock	10/28/2009		M		968	A	\$ 103.25	57,973.784	D
Common Stock	10/28/2009		M		21,532	A	\$ 103.25	79,505.784	D
Common Stock	10/28/2009		M		955	A	\$ 104.71	80,460.784	D
Common Stock	10/28/2009		M		23,545	A	\$ 104.71	104,005.784	D
Common Stock	10/28/2009		S		335	D	\$ 120.68	103,670.784	D

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Common Stock	10/28/2009	S	640	D	\$ 120.69	103,030.784	D
Common Stock	10/28/2009	S	15,180	D	\$ 120.7	87,850.784	D
Common Stock	10/28/2009	S	600	D	\$ 120.705	87,250.784	D
Common Stock	10/28/2009	S	6,136	D	\$ 120.71	81,114.784	D
Common Stock	10/28/2009	S	1,000	D	\$ 120.715	80,114.784	D
Common Stock	10/28/2009	S	1,231	D	\$ 120.72	78,883.784	D
Common Stock	10/28/2009	S	834	D	\$ 120.725	78,049.784	D
Common Stock	10/28/2009	S	3,236	D	\$ 120.73	74,813.784	D
Common Stock	10/28/2009	S	1,000	D	\$ 120.735	73,813.784	D
Common Stock	10/28/2009	S	200	D	\$ 120.7375	73,613.784	D
Common Stock	10/28/2009	S	2,511	D	\$ 120.74	71,102.784	D
Common Stock	10/28/2009	S	436	D	\$ 120.745	70,666.784	D
Common Stock	10/28/2009	S	1,188	D	\$ 120.755	69,478.784	D
Common Stock	10/28/2009	S	2,642	D	\$ 120.76	66,836.784	D
Common Stock	10/28/2009	S	100	D	\$ 120.765	66,736.784	D

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

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SEC 1474
(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 Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Emp. Stock Option (right to buy)	\$ 103.25	10/28/2009	M			968	02/29/2004 ⁽¹⁾	02/28/2010	Common Stock	968
Emp. Stock Option (right to buy)	\$ 103.25	10/28/2009	M			21,532	02/29/2004 ⁽¹⁾	02/28/2010	Common Stock	21,532
Emp. Stock Option (right to buy)	\$ 104.71	10/28/2009	M			955	02/27/2005 ⁽¹⁾	02/26/2011	Common Stock	955
Emp. Stock Option (right to buy)	\$ 104.71	10/28/2009	M			23,545	02/27/2005 ⁽¹⁾	02/26/2011	Common Stock	23,545

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHRIDGE MARK IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Sr. VP and CFO	

Signatures

M. F. SooHoo on behalf of M.
Loughridge

10/29/2009

__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.

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