

Rhodin Michael D.  
Form 3  
January 21, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Rhodin Michael D.

(Last) (First) (Middle)

IBM CORPORATION,Â 5  
TECHNOLOGY PARK DR.,  
WESTFORD TECH CTR

(Street)

WESTFORD,Â MAÂ 01886

(City) (State) (Zip)

1. Title of Security  
(Instr. 4)

Common Stock

Common Stock

Common Stock

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/12/2010

3. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL BUSINESS MACHINES CORP  
[IBM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
Senior Vice President

5. 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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,793.6421	D	Â
Common Stock	50	I <u>(1)</u>	son
Common Stock	50	I <u>(1)</u>	daughter 1
Common Stock	50	I <u>(1)</u>	daughter 2

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Emp. Stock Option (right to buy)	05/08/2010 <sup>(2)</sup>	05/07/2017	Common Stock	2,642	\$ 102.8	D	Â
Rst. Stock Unit	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	1,954	\$ 0	D	Â
Rst. Stock Unit	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	4,206	\$ 0	D	Â
Rst. Stock Unit	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	1,974	\$ 0	D	Â
Rst. Stock Unit	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	14,564	\$ 0	D	Â
Rst. Stock Unit	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	8,772	\$ 0	D	Â
Phantom Stock Unit	Â <sup>(8)</sup>	Â <sup>(8)</sup>	Common Stock	3,557	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodin Michael D. IBM CORPORATION 5 TECHNOLOGY PARK DR., WESTFORD TECH CTR WESTFORD,Â MAÂ 01886	Â	Â	Â Senior Vice President	Â

## Signatures

D. Cummins on behalf of M. D. Rhodin

01/21/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) This grant vests in its entirety on the date shown above.
- (3) These units are payable in cash or the company's common stock upon lapse of the restrictions on May 8, 2010.
- (4)

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Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,103 of the units on May 8, 2010 and for 2,103 of the units on May 8, 2012.

- (5) These units are payable in cash or the company's common stock upon lapse of the restrictions on May 8, 2011.
- (6) These units are payable in cash or the company's common stock upon lapse of the restrictions on September 4, 2012.
- (7) These units are payable in cash or the company's common stock upon lapse of the restrictions on December 21, 2014.

Phantom stock units acquired under the IBM Excess 401(k) Plus Plan convert to the cash value of the company's common stock on a

- (8) one-for-one basis, and distribution is deferred until separation from the company. The reporting person may transfer some of these phantom stock units into an alternative investment account under such plan.

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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