

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

January 29, 2009

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 *
SANFORD LINDA S

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)

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

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

IBM CORPORATION, 294 ROUTE 100

01/28/2009

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SOMERS, NY 10589

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/28/2009		M		1,124 A \$ 88.955	2,486.8159	D
Common Stock	01/28/2009		M		33,076 A \$ 88.955	35,562.8159	D
Common Stock	01/28/2009		S		400 D \$ 92.32	35,162.8159	D
Common Stock	01/28/2009		S		200 D \$ 92.3402	34,962.8159	D
Common Stock	01/28/2009		S		600 D \$ 92.35	34,362.8159	D

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Common Stock	01/28/2009	S	200	D	\$ 92.36	34,162.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.37	34,062.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.38	33,962.8159	D	
Common Stock	01/28/2009	S	300	D	\$ 92.39	33,662.8159	D	
Common Stock	01/28/2009	S	1,220	D	\$ 92.4	32,442.8159	D	
Common Stock	01/28/2009	S	1,534	D	\$ 92.41	30,908.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.4152	30,808.8159	D	
Common Stock	01/28/2009	S	200	D	\$ 92.42	30,608.8159	D	
Common Stock	01/28/2009	S	200	D	\$ 92.43	30,408.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.44	30,308.8159	D	
Common Stock						2,091.1734	I ⁽¹⁾	son

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.

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(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 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock	\$ 88.955	01/28/2009		M	33,076	02/23/2003 ⁽²⁾	02/22/2009	Common Stock	33,076

Option
(right to
buy)

Emp.
Stock

Option (right to buy)	\$ 88.955	01/28/2009		M	1,124	02/23/2003 ⁽²⁾	02/22/2009	Common Stock	1,124
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFORD LINDA S IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589			Senior Vice President	

Signatures

D. Cummins for L. S. Sanford by
power-of-attorney

01/29/2009

____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) 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 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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