

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

November 01, 2010

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 *
MILLS STEVEN A

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

10/29/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	08/19/2010		G	V	10	D	\$ 0	109,901.55	D
Common Stock	08/19/2010		G	V	10	D	\$ 0	109,891.55	D
Common Stock	08/19/2010		G	V	10	D	\$ 0	109,881.55	D
Common Stock	08/19/2010		G	V	20	D	\$ 0	109,861.55	D
Common Stock	08/19/2010		G	V	20	D	\$ 0	109,841.55	D

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Common Stock	10/29/2010		M	57,189	A	\$ 78.13	167,030.55	D
Common Stock	10/29/2010		M	55,902	A	\$ 105.96	222,932.55	D
Common Stock	10/29/2010		S	3,793	D	\$ 142.52	219,139.55	D
Common Stock	10/29/2010		S	600	D	\$ 142.525	218,539.55	D
Common Stock	10/29/2010		S	2,000	D	\$ 142.53	216,539.55	D
Common Stock	10/29/2010		S	100	D	\$ 142.535	216,439.55	D
Common Stock	10/29/2010		S	1,930	D	\$ 142.54	214,509.55	D
Common Stock	10/29/2010		S	100	D	\$ 142.545	214,409.55	D
Common Stock	10/29/2010		S	700	D	\$ 142.55	213,709.55	D
Common Stock	10/29/2010		S	205	D	\$ 142.56	213,504.55	D
Common Stock	10/29/2010		S	200	D	\$ 142.565	213,304.55	D
Common Stock	10/29/2010		S	1,000	D	\$ 142.57	212,304.55	D
Common Stock	10/29/2010		S	100	D	\$ 142.575	212,204.55	D
Common Stock	10/29/2010		S	2,201	D	\$ 142.58	210,003.55	D
Common Stock	10/29/2010		S	300	D	\$ 142.585	209,703.55	D

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

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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	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	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Emp. Stock Option (right to buy)	\$ 78.13	10/29/2010	M			02/25/2007 ⁽¹⁾	02/24/2013	Common Stock	57,189
Emp. Stock Option (right to buy)	\$ 105.96	10/29/2010	M			02/24/2008 ⁽¹⁾	02/23/2014	Common Stock	55,902

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS STEVEN A IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589			Senior Vice President	

Signatures

D. Cummins on behalf of S. A. Mills 11/01/2010

 Date

__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 transactions 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.