

KELLY JOHN E III  
 Form 4  
 July 21, 2011

**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 \*  
**KELLY JOHN E III**

2. Issuer Name and Ticker or Trading Symbol  
**INTERNATIONAL BUSINESS MACHINES CORP [IBM]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior Vice President**

(Last) (First) (Middle)  
**IBM CORPORATION, P.O. BOX 218**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/20/2011**

**YORKTOWN HEIGHTS, NY 10598**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	Price
Common Stock	07/20/2011		M			25,000	A	\$ 105.96	67,625.1166	D	
Common Stock	07/20/2011		S			2,637	D	\$ 183.08	64,988.1166	D	
Common Stock	07/20/2011		S			1,400	D	\$ 183.09	63,588.1166	D	
Common Stock	07/20/2011		S			2,600	D	\$ 183.1	60,988.1166	D	
Common Stock	07/20/2011		S			1,800	D	\$ 183.11	59,188.1166	D	

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Common Stock	07/20/2011	S	2,600	D	\$ 183.12	56,588.1166	D
Common Stock	07/20/2011	S	800	D	\$ 183.13	55,788.1166	D
Common Stock	07/20/2011	S	600	D	\$ 183.14	55,188.1166	D
Common Stock	07/20/2011	S	900	D	\$ 183.15	54,288.1166	D
Common Stock	07/20/2011	S	900	D	\$ 183.17	53,388.1166	D
Common Stock	07/20/2011	S	600	D	\$ 183.18	52,788.1166	D
Common Stock	07/20/2011	S	300	D	\$ 183.19	52,488.1166	D
Common Stock	07/20/2011	S	900	D	\$ 183.2	51,588.1166	D
Common Stock	07/20/2011	S	400	D	\$ 183.21	51,188.1166	D
Common Stock	07/20/2011	S	300	D	\$ 183.22	50,888.1166	D
Common Stock	07/20/2011	S	100	D	\$ 183.23	50,788.1166	D
Common Stock	07/20/2011	S	200	D	\$ 183.24	50,588.1166	D
Common Stock	07/20/2011	S	400	D	\$ 183.25	50,188.1166	D
Common Stock	07/20/2011	S	100	D	\$ 183.26	50,088.1166	D
Common Stock	07/20/2011	S	400	D	\$ 183.27	49,688.1166	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			or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 105.96	07/20/2011		M		25,000		02/24/2008 <sup>(1)</sup>	02/23/2014	Common Stock	25,000

## 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 on behalf of J. E. Kelly III 07/21/2011

\*\*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.