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INTERNATIONAL BUSINESS MACHINES CORP

Form 4

August 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

MILLS STEVEN A

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

Symbol

INTERNATIONAL BUSINESS

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Middle)

MACHINES CORP [IBM] 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

IBM CORPORATION, ONE NEW

08/08/2011

below)

Senior Vice President

ORCHARD ROAD

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ARMONK, NY 10504

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (Instr. 4) Following

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Derivati

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | • | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Security (Instr. 5) |
|--------------------------|--|-------------------------|--------|--------------------|---|---------------------|--------------------|-------|--|-----|------------------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Phantom Stock Unit | \$ 0 (1) | 08/08/2011 | | A(2) | 138 | | (3) | (3) | Common Stock | 138 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------|---------------|
| Renorting Liwner Name / Address | |

Director 10% Owner Officer Other

MILLS STEVEN A
IBM CORPORATION
ONE NEW ORCHARD ROAD
ARMONK, NY 10504

Senior
Vice
President

Signatures

D. Cummins on behalf of S. A. Mills

08/09/2011

**Signature of Reporting Person

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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (3) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer 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. 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.

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