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INTERNATIONAL BUSINESS MACHINES CORP

Form 4

November 09, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANFORD LINDA S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			INTERNATIONAL BUSINESS MACHINES CORP [IBM]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
IBM CORPORATION, 294 ROUTE 100			11/08/2011	below) below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SOMERS NV	10589			_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

SOMERS, NY 10589

(State)

(Zip)

(City)

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

Person

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Transaction Code		ties (A) o l of (D 4 and)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/03/2011		G	V	50	D	\$0	629.8159	I (1)	trust
Common Stock	11/03/2011		G	V	55	D	\$0	574.8159	I (1)	trust
Common Stock	11/03/2011		G	V	280	D	\$0	294.8159	I (1)	trust
Common Stock	11/03/2011		G	V	50	D	\$0	244.8159	I (1)	trust
Common Stock	11/03/2011		G	V	50	D	\$0	194.8159	I (1)	trust

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed		ate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (2)	11/08/2011	A(3)	20	<u>(4)</u>	<u>(4)</u>	Common Stock	20	\$ 0

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 on behalf of L. S. Sanford

11/09/2011

**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) 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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.

Reporting Owners 2

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- (3) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (4) 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.