Rhodin Michael D. Form 4 February 09, 2012

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

STREET

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rhodin Michael D.

(First)

2. Issuer Name and Ticker or Trading Symbol

INTERNATIONAL BUSINESS MACHINES CORP [IBM]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/08/2012

IBM CORPORATION, 550 KING

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Issuer

below)

Director

X_ Officer (give title

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Vice President

6. Ownership

Form: Direct

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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

LITTLETON, MA 01460

(City) (State) (Zip) 1. Title of

Conversion

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s) (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Expiration Date

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 5. 6. Date Exercisable and

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

1

7. Title and Amount of 8. Price of

Underlying Securities Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(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)	02/08/2012		A(2)	27	(3)	(3)	Common Stock	27	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rhodin Michael D. IBM CORPORATION 550 KING STREET LITTLETON, MA 01460

Senior Vice President

Signatures

D. Cummins on behalf of M. D. Rhodin

02/09/2012

Date

**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.

Reporting Owners 2