#### KELLY JOHN E III

Form 4

February 14, 2012

## FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

KELLY JOHN E III

Symbol INTERNATIONAL BUSINESS

MACHINES CORP [IBM]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

IBM CORPORATION, P.O. BOX

(Street)

(First)

218

(Month/Day/Year)

02/13/2012

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

### YORKTOWN HEIGHTS, NY 10598

(City)	(State)	(Zip) Tak	ole I - Non	-Derivativ	e Sec	urities Acquii	red, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) Insaction Disposed of (D) Ide (Instr. 3, 4 and 5) Instr. 8)  (A) Instr. 8)  (A) Instr. 8		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/13/2012		S	100	D	\$ 192.94	51,713.8279	D	
Common Stock	02/13/2012		S	42	D	\$ 192.9401	51,671.8279	D	
Common Stock	02/13/2012		S	248	D	\$ 192.95	51,423.8279	D	
Common Stock	02/13/2012		S	400	D	\$ 192.96	51,023.8279	D	
Common Stock	02/13/2012		S	425	D	\$ 193	50,598.8279	D	

of

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Common Stock	02/13/2012	S	365	D	\$ 193.04	50,233.8279	D
Common Stock	02/13/2012	S	300	D	\$ 193.07	49,933.8279	D
Common Stock	02/13/2012	S	300	D	\$ 193.111	49,633.8279	D
Common Stock	02/13/2012	S	85	D	\$ 193.12	49,548.8279	D
Common Stock	02/13/2012	S	35	D	\$ 193.13	49,513.8279	D
Common Stock	02/13/2012	S	400	D	\$ 193.15	49,113.8279	D
Common Stock	02/13/2012	S	260	D	\$ 193.16	48,853.8279	D
Common Stock	02/13/2012	S	40	D	\$ 193.205	48,813.8279	D
Common Stock	02/13/2012	S	1,000	D	\$ 193.25	47,813.8279	D
Common Stock	02/13/2012	S	200	D	\$ 193.28	47,613.8279	D
Common Stock	02/13/2012	S	200	D	\$ 193.3	47,413.8279	D
Common Stock	02/13/2012	S	200	D	\$ 193.32	47,213.8279	D
Common Stock	02/13/2012	S	300	D	\$ 193.33	46,913.8279	D
Common Stock	02/13/2012	S	100	D	\$ 193.34	46,813.8279	D
Common Stock	02/13/2012	S	100	D	\$ 193.35	46,713.8279	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4)

Security
Acquired
(A) or
Disposed
of (D)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares Own

Follo

Repo

Trans

(Insti

# **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

02/14/2012

\*\*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).

### **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.

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