

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 May 05, 2014

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

IBM CORPORATION, P.O. BOX 218

05/02/2014

Senior Vice President

(Street)

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

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

YORKTOWN HEIGHTS, NY 10598

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 or Disposed of (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|------------------------------------------|---|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 05/02/2014 | | G | V | 400 | D | \$ 0 | 29,709.1955 | D | |
| Common Stock | 05/02/2014 | | G | V | 1,100 | D | \$ 0 | 28,609.1955 | D | |
| Common Stock | 05/02/2014 | | M | | 21,972 | A | \$ 101.33 | 50,581.1955 | D | |
| Common Stock | 05/02/2014 | | S | | 100 | D | \$ 192.56 | 50,481.1955 | D | |
| Common Stock | 05/02/2014 | | S | | 400 | D | \$ 192.61 | 50,081.1955 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-------------|------------------|-------|
| Common Stock | 05/02/2014 | S | 100 | D | \$ 192.63 | 49,981.1955 | D | |
| Common Stock | 05/02/2014 | S | 100 | D | \$ 192.64 | 49,881.1955 | D | |
| Common Stock | 05/02/2014 | S | 100 | D | \$ 192.65 | 49,781.1955 | D | |
| Common Stock | 05/02/2014 | S | 300 | D | \$ 192.655 | 49,481.1955 | D | |
| Common Stock | 05/02/2014 | S | 400 | D | \$ 192.66 | 49,081.1955 | D | |
| Common Stock | 05/02/2014 | S | 938 | D | \$ 192.67 | 48,143.1955 | D | |
| Common Stock | 05/02/2014 | S | 300 | D | \$ 192.68 | 47,843.1955 | D | |
| Common Stock | 05/02/2014 | S | 593 | D | \$ 192.69 | 47,250.1955 | D | |
| Common Stock | 05/02/2014 | S | 200 | D | \$ 192.7 | 47,050.1955 | D | |
| Common Stock | 05/02/2014 | S | 300 | D | \$ 192.71 | 46,750.1955 | D | |
| Common Stock | 05/02/2014 | S | 500 | D | \$ 192.72 | 46,250.1955 | D | |
| Common Stock | 05/02/2014 | S | 100 | D | \$ 192.73 | 46,150.1955 | D | |
| Common Stock | 05/02/2014 | S | 1,800 | D | \$ 192.74 | 44,350.1955 | D | |
| Common Stock | 05/02/2014 | S | 1,100 | D | \$ 192.75 | 43,250.1955 | D | |
| Common Stock | 05/02/2014 | S | 100 | D | \$ 192.76 | 43,150.1955 | D | |
| Common Stock | | | | | | 65 | I ⁽¹⁾ | son |
| Common Stock | | | | | | 22,537.51 | I ⁽¹⁾ | trust |

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Emp. Stock Option (right to buy) | \$ 101.33 | 05/02/2014 | | M | 21,972 | 03/08/2009 ⁽²⁾ 03/07/2015 | Common Stock | 21,972 |

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
Date: 05/05/2014

__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) 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.