

KELLY JOHN E III

Form 4

June 12, 2018

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

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

OMB APPROVAL

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(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)
**IBM CORPORATION, ONE NEW
ORCHARD ROAD**

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
ARMONK, NY 10504

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	05/23/2018		G	V 695 D \$ 0	55,361.1092	D	
Common Stock	05/23/2018		G	V 912 D \$ 0	54,449.1092	D	
Common Stock	05/25/2018		G	V 114 D \$ 0	12,886	I ⁽¹⁾	trust 2
Common Stock	05/25/2018		G	V 114 A \$ 0	114	I ⁽¹⁾	spouse trust
Common Stock	06/08/2018		M	2,750 A \$ 0	57,207.6313	D	

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Common Stock	06/08/2018	F	1,347	D	\$ 145.405	55,860.6313	D	
Common Stock	06/08/2018	M	3,319	A	\$ 0	59,179.6313	D	
Common Stock	06/08/2018	F	1,626	D	\$ 145.405	57,553.6313	D	
Common Stock						65	I ⁽¹⁾	son
Common Stock						25,763.098	I ⁽¹⁾	trust 1

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

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(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)	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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Rst. Stock Unit	\$ 0 ⁽²⁾	06/08/2018		A ⁽²⁾		12,469	⁽²⁾ ⁽²⁾	Common Stock 12,469
Rst. Stock Unit	\$ 0 ⁽³⁾	06/08/2018		M ⁽⁴⁾		3,319	⁽³⁾ ⁽³⁾	Common Stock 3,319
Rst. Stock Unit	\$ 0 ⁽³⁾	06/08/2018		M ⁽⁴⁾		2,750	⁽³⁾ ⁽³⁾	Common Stock 2,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN E III IBM CORPORATION			Senior Vice	

ONE NEW ORCHARD ROAD
ARMONK, NY 10504

President

Signatures

A. Gomes da Silva on behalf of J. E.
Kelly III

06/12/2018

__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) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 3,117 of these units on 06/08/2019, 3,117 of these units on 06/08/2020, 3,117 of these units on 06/08/2021, and 3,118 of these units on 06/08/2022.
- (3) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (4) Release of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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