

Shaughnessy Timothy S
 Form 4
 May 09, 2008

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 *
 Shaughnessy Timothy S

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)
 05/08/2008

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

IBM CORPORATION, NEW ORCHARD ROAD
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ARMONK, NY 10504

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|--------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 05/08/2008 | | M | | 2,422 | A | \$ 0 | 7,850.654 | D | |
| Common Stock | 05/08/2008 | | F | | 819 | D | \$ 124.46 | 7,031.654 | D | |
| Common Stock | 05/08/2008 | | M | | 375 | A | \$ 0 | 1,708.289 | I ⁽¹⁾ | spouse |
| Common Stock | 05/08/2008 | | F | | 127 | D | \$ 124.46 | 1,581.289 | I ⁽¹⁾ | spouse |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Rst. Stock Unit | \$ 0 ⁽²⁾ | 05/08/2008 | | A ⁽²⁾ | 6,729 | ⁽²⁾ / ⁽²⁾ | Common Stock | 6,729 |
| Rst. Stock Unit | \$ 0 ⁽³⁾ | 05/08/2008 | | M ⁽⁴⁾ | 2,422 | ⁽³⁾ / ⁽³⁾ | Common Stock | 2,422 |
| Rst. Stock Unit | \$ 0 ⁽⁵⁾ | 05/08/2008 | | A ⁽⁵⁾ | 935 | ⁽⁵⁾ / ⁽⁵⁾ | Common Stock | 935 |
| Rst. Stock Unit | \$ 0 ⁽³⁾ | 05/08/2008 | | M ⁽⁴⁾ | 375 | ⁽³⁾ / ⁽³⁾ | Common Stock | 375 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shaughnessy Timothy S
IBM CORPORATION, NEW ORCHARD ROAD
ARMONK, NY 10504

Senior Vice President

Signatures

D. Cummins for T. S. Shaughnessy by
power-of-attorney

05/09/2008

__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 2,243 of these units on 05/08/2009, for 2,243 of these units on 05/08/2010, and for the remaining 2,243 of these units on 05/08/2011.
- (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.
- (5) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 467 of these units on 05/08/2010, and the restrictions lapse for the remaining 468 of these units on 05/08/2012

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.