KELLY JOHN E III

Form 4 May 17, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KELLY JOHN E III

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL BUSINESS

MACHINES CORP [IBM]

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

Senior Vice President

X\_ Officer (give title below)

Other (specify

IBM CORPORATION, P.O. BOX

(First)

(Middle)

218

4. If Amendment, Date Original

(Month/Day/Year)

05/14/2010

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

#### YORKTOWN HEIGHTS, NY 10598

(Street)

(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)	(A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/14/2010		M	25,000	A	\$ 120.12	86,800.187	D	
Common Stock	05/14/2010		S	3,700	D	\$ 129.49	83,100.187	D	
Common Stock	05/14/2010		S	200	D	\$ 129.495	82,900.187	D	
Common Stock	05/14/2010		S	1,380	D	\$ 129.5	81,520.187	D	
Common Stock	05/14/2010		S	3,300	D	\$ 129.51	78,220.187	D	

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Common Stock	05/14/2010	S	636	D	\$ 129.515	77,584.187	D
Common Stock	05/14/2010	S	700	D	\$ 129.52	76,884.187	D
Common Stock	05/14/2010	S	564	D	\$ 129.525	76,320.187	D
Common Stock	05/14/2010	S	3,537	D	\$ 129.53	72,783.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.535	72,683.187	D
Common Stock	05/14/2010	S	300	D	\$ 129.5375	72,383.187	D
Common Stock	05/14/2010	S	251	D	\$ 129.54	72,132.187	D
Common Stock	05/14/2010	S	560	D	\$ 129.55	71,572.187	D
Common Stock	05/14/2010	S	1,100	D	\$ 129.555	70,472.187	D
Common Stock	05/14/2010	S	800	D	\$ 129.5575	69,672.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.56	69,572.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.67	69,472.187	D
Common Stock	05/14/2010	S	300	D	\$ 129.7	69,172.187	D
Common Stock	05/14/2010	S	800	D	\$ 129.72	68,372.187	D
Common Stock	05/14/2010	S	1,858	D	\$ 129.73	66,514.187	D

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

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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. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	<b>Underlying Securities</b>
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

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

Date

Amount

Number of Share

Emp.

Stock Common 25,000 09/26/2004(1) 09/25/2010 Option \$ 120.12 05/14/2010 M 25,000 Stock

(right to buy)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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. 05/17/2010 Kelly III

> \*\*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) 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.

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