

PALMISANO SAMUEL J

Form 4

February 15, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PALMISANO SAMUEL J

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)
02/14/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

IBM CORPORATION, ONE 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2012		M		250,000	A	\$ 105.96
Common Stock	02/14/2012		S		1,381	D	\$ 191.21
Common Stock	02/14/2012		S		1,300	D	\$ 191.22
Common Stock	02/14/2012		S		200	D	\$ 191.23
Common Stock	02/14/2012		S		500	D	\$ 191.24

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Common Stock	02/14/2012	S	200	D	\$ 191.25	533,049.2007	D	
Common Stock	02/14/2012	S	3,119	D	\$ 191.26	529,930.2007	D	
Common Stock	02/14/2012	S	100	D	\$ 191.27	529,830.2007	D	
Common Stock	02/14/2012	S	850	D	\$ 191.28	528,980.2007	D	
Common Stock	02/14/2012	S	600	D	\$ 191.29	528,380.2007	D	
Common Stock	02/14/2012	S	1,910	D	\$ 191.3	526,470.2007	D	
Common Stock	02/14/2012	S	2,972	D	\$ 191.31	523,498.2007	D	
Common Stock	02/14/2012	S	1,833	D	\$ 191.32	521,665.2007	D	
Common Stock	02/14/2012	S	2,694	D	\$ 191.33	518,971.2007	D	
Common Stock	02/14/2012	S	100	D	\$ 191.34	518,871.2007	D	
Common Stock	02/14/2012	S	1,956	D	\$ 191.35	516,915.2007	D	
Common Stock	02/14/2012	S	2,600	D	\$ 191.36	514,315.2007	D	
Common Stock	02/14/2012	S	2,815	D	\$ 191.37	511,500.2007	D	
Common Stock	02/14/2012	S	1,505	D	\$ 191.38	509,995.2007	D	
Common Stock	02/14/2012	S	2,020	D	\$ 191.39	507,975.2007	D	
Common Stock						706	I ⁽¹⁾	daughter
Common Stock						260,693	I ⁽¹⁾	spouse

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)

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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 Underlying Securities (Instr. 3 and 4)
Emp. Stock Option (right to buy)	\$ 105.96	02/14/2012		M	250,000	02/24/2008 ⁽²⁾ 02/23/2014	Common Stock 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO SAMUEL J IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504	X		Chairman of the Board	

Signatures

D. Cummins on behalf of S. J. Palmisano 02/15/2012

__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).
- (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.