

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

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(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		S		6,120	D \$ 191.4	501,855.2007 D
Common Stock	02/14/2012		S		10,675	D \$ 191.41	491,180.2007 D
Common Stock	02/14/2012		S		2,159	D \$ 191.42	489,021.2007 D
Common Stock	02/14/2012		S		2,945	D \$ 191.43	486,076.2007 D
Common Stock	02/14/2012		S		4,060	D \$ 191.44	482,016.2007 D

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Common Stock	02/14/2012	S	6,155	D	\$ 191.45	475,861.2007	D	
Common Stock	02/14/2012	S	8,042	D	\$ 191.46	467,819.2007	D	
Common Stock	02/14/2012	S	3,851	D	\$ 191.47	463,968.2007	D	
Common Stock	02/14/2012	S	1,844	D	\$ 191.48	462,124.2007	D	
Common Stock	02/14/2012	S	3,223	D	\$ 191.49	458,901.2007	D	
Common Stock	02/14/2012	S	4,550	D	\$ 191.5	454,351.2007	D	
Common Stock	02/14/2012	S	1,100	D	\$ 191.51	453,251.2007	D	
Common Stock	02/14/2012	S	3,653	D	\$ 191.52	449,598.2007	D	
Common Stock	02/14/2012	S	2,678	D	\$ 191.53	446,920.2007	D	
Common Stock	02/14/2012	S	1,900	D	\$ 191.54	445,020.2007	D	
Common Stock	02/14/2012	S	5,428	D	\$ 191.55	439,592.2007	D	
Common Stock	02/14/2012	S	2,420	D	\$ 191.56	437,172.2007	D	
Common Stock	02/14/2012	S	1,299	D	\$ 191.57	435,873.2007	D	
Common Stock	02/14/2012	S	200	D	\$ 191.58	435,673.2007	D	
Common Stock	02/14/2012	S	1,500	D	\$ 191.59	434,173.2007	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.

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.
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