

PALMISANO SAMUEL J
 Form 4
 June 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 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)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, Pres., and CEO

IBM CORPORATION, ONE NEW ORCHARD ROAD

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

(Street)
 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 | 05/28/2010 | | G | V 800 D \$ 0 | 120,073.7891 | D | |
| Common Stock | 05/28/2010 | | M | 100,000 A \$ 120.12 | 220,073.7891 | D | |
| Common Stock | 05/28/2010 | | S | 100 D \$ 125.01 | 219,973.7891 | D | |
| Common Stock | 05/28/2010 | | S | 100 D \$ 125.02 | 219,873.7891 | D | |
| Common Stock | 05/28/2010 | | S | 100 D \$ 125.03 | 219,773.7891 | D | |

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| | | | | | | | | | |
|--------------|------------|---|-----|---|------------|--------------|------------------|--|----------|
| Common Stock | 05/28/2010 | S | 200 | D | \$ 125.04 | 219,573.7891 | D | | |
| Common Stock | 05/28/2010 | S | 100 | D | \$ 125.05 | 219,473.7891 | D | | |
| Common Stock | 05/28/2010 | S | 100 | D | \$ 125.072 | 219,373.7891 | D | | |
| Common Stock | 05/28/2010 | S | 400 | D | \$ 125.08 | 218,973.7891 | D | | |
| Common Stock | 05/28/2010 | S | 200 | D | \$ 125.09 | 218,773.7891 | D | | |
| Common Stock | 05/28/2010 | S | 500 | D | \$ 125.11 | 218,273.7891 | D | | |
| Common Stock | 05/28/2010 | S | 100 | D | \$ 125.12 | 218,173.7891 | D | | |
| Common Stock | 05/28/2010 | S | 200 | D | \$ 125.13 | 217,973.7891 | D | | |
| Common Stock | 05/28/2010 | S | 100 | D | \$ 125.14 | 217,873.7891 | D | | |
| Common Stock | 05/28/2010 | S | 400 | D | \$ 125.15 | 217,473.7891 | D | | |
| Common Stock | 05/28/2010 | S | 600 | D | \$ 125.16 | 216,873.7891 | D | | |
| Common Stock | 05/28/2010 | S | 200 | D | \$ 125.17 | 216,673.7891 | D | | |
| Common Stock | 05/28/2010 | S | 500 | D | \$ 125.18 | 216,173.7891 | D | | |
| Common Stock | 05/28/2010 | S | 300 | D | \$ 125.19 | 215,873.7891 | D | | |
| Common Stock | 05/28/2010 | S | 500 | D | \$ 125.2 | 215,373.7891 | D | | |
| Common Stock | | | | | | 514 | I ⁽¹⁾ | | daughter |
| Common Stock | | | | | | 734 | I ⁽¹⁾ | | son 1 |
| Common Stock | | | | | | 514 | I ⁽¹⁾ | | son 2 |
| Common Stock | | | | | | 253,536 | I ⁽¹⁾ | | spouse |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Emp. Stock Option (right to buy) | \$ 120.12 | 05/28/2010 | | M | 100,000 | 09/26/2004 ⁽²⁾ | 09/25/2010 | Common Stock | 100,000 |

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, Pres., and CEO | |

Signatures

D. Cummins on behalf of S. J. Palmisano
Date: 06/01/2010

**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.