#### BRISTOL MYERS SQUIBB CO

Form 4

March 09, 2006

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOWSON TAMAR D** Issuer Symbol **BRISTOL MYERS SQUIBB CO** [(BMY)](Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) below) **BRISTOL-MYERS SQUIBB** 03/07/2006 COMPANY, RT. 206 &

Director 10% Owner \_ Other (specify X\_ Officer (give title SVP, Corp & Bus Development

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

PROVINCELINE ROAD

(Street) 4. If Amendment, Date Original 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 Person

PRINCETON, NJ 08540

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, \$0.10 par value	03/07/2006		A		` ′	\$ 22.73	75,511	D	
Common Stock, \$0.10 par value	03/07/2006		A	5,107 (2)	A	\$ 22.73	80,618	D	
Common Stock.	03/07/2006		F	1,862 (3)	D	\$ 22.73	78,756	D	

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\$0.10 par value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Executive Option (right to buy)	\$ 22.73	03/07/2006		A	33,915	<u>(4)</u>	03/06/2016	Common Stock, \$0.10 par value	33,915

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

**HOWSON TAMAR D BRISTOL-MYERS SQUIBB COMPANY** RT. 206 & PROVINCELINE ROAD PRINCETON, NJ 08540

SVP, Corp & **Bus Development** 

## **Signatures**

By: /s/ Sandra Leung, 03/09/2006 Attorney-in-Fact

\*\*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) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.
- (2) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.

Reporting Owners 2

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- (3) Shares withheld for payment of taxes.
  - Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and
- (4) remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

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.