

LOUGHRIDGE MARK

Form 4

February 08, 2010

**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 \*  
LOUGHRIDGE MARK

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)  
IBM CORPORATION, ONE NEW  
ORCHARD ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. VP and CFO

(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

ARMONK, NY 10504

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(D)                                                                                                      | Price                                                                      |                                                                                |
| Common<br>Stock                       | 02/05/2010                              |                                                             | M                                       |                                                                         | 20,000                                                                                                             | A \$ 94.47                                                                 | 97,350.508 D                                                                   |
| Common<br>Stock                       | 02/05/2010                              |                                                             | M                                       |                                                                         | 28,462                                                                                                             | A \$ 97.59                                                                 | 125,812.508 D                                                                  |
| Common<br>Stock                       | 02/05/2010                              |                                                             | M                                       |                                                                         | 28,232                                                                                                             | A \$ 105.96                                                                | 154,044.508 D                                                                  |
| Common<br>Stock                       | 02/05/2010                              |                                                             | S                                       |                                                                         | 600                                                                                                                | D \$ 123                                                                   | 153,444.508 D                                                                  |
| Common<br>Stock                       | 02/05/2010                              |                                                             | S                                       |                                                                         | 434                                                                                                                | D \$ 123.01                                                                | 153,010.508 D                                                                  |

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|              |            |   |       |   |           |             |   |
|--------------|------------|---|-------|---|-----------|-------------|---|
| Common Stock | 02/05/2010 | S | 900   | D | \$ 123.02 | 152,110.508 | D |
| Common Stock | 02/05/2010 | S | 2,500 | D | \$ 123.03 | 149,610.508 | D |
| Common Stock | 02/05/2010 | S | 900   | D | \$ 123.04 | 148,710.508 | D |
| Common Stock | 02/05/2010 | S | 500   | D | \$ 123.05 | 148,210.508 | D |
| Common Stock | 02/05/2010 | S | 700   | D | \$ 123.06 | 147,510.508 | D |
| Common Stock | 02/05/2010 | S | 2,700 | D | \$ 123.07 | 144,810.508 | D |
| Common Stock | 02/05/2010 | S | 2,200 | D | \$ 123.08 | 142,610.508 | D |
| Common Stock | 02/05/2010 | S | 1,300 | D | \$ 123.09 | 141,310.508 | D |
| Common Stock | 02/05/2010 | S | 4,700 | D | \$ 123.1  | 136,610.508 | D |
| Common Stock | 02/05/2010 | S | 4,205 | D | \$ 123.11 | 132,405.508 | D |
| Common Stock | 02/05/2010 | S | 2,400 | D | \$ 123.12 | 130,005.508 | D |
| Common Stock | 02/05/2010 | S | 4,240 | D | \$ 123.13 | 125,765.508 | D |
| Common Stock | 02/05/2010 | S | 3,409 | D | \$ 123.14 | 122,356.508 | D |
| Common Stock | 02/05/2010 | S | 1,000 | D | \$ 123.15 | 121,356.508 | D |
| Common Stock | 02/05/2010 | S | 1,400 | D | \$ 123.16 | 119,956.508 | D |

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

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| Derivative<br>Security                       |           |            |      | or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |        |                           |                    |                 |                                     |
|----------------------------------------------|-----------|------------|------|--------------------------------------------------|-----|--------|---------------------------|--------------------|-----------------|-------------------------------------|
|                                              |           |            | Code | V                                                | (A) | (D)    | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Emp.<br>Stock<br>Option<br>(right to<br>buy) | \$ 97.59  | 02/05/2010 | M    |                                                  |     | 28,462 | 02/26/2006 <sup>(1)</sup> | 02/25/2012         | Common<br>Stock | 28,462                              |
| Emp.<br>Stock<br>Option<br>(right to<br>buy) | \$ 105.96 | 02/05/2010 | M    |                                                  |     | 28,232 | 02/24/2008 <sup>(1)</sup> | 02/23/2014         | Common<br>Stock | 28,232                              |
| Emp.<br>Stock<br>Option<br>(right to<br>buy) | \$ 94.47  | 02/05/2010 | M    |                                                  |     | 20,000 | 07/27/2008 <sup>(1)</sup> | 07/26/2014         | Common<br>Stock | 20,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                |       |
|--------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                | Director      | 10% Owner | Officer        | Other |
| LOUGHRIDGE MARK<br>IBM CORPORATION<br>ONE NEW ORCHARD ROAD<br>ARMONK, NY 10504 |               |           | Sr. VP and CFO |       |

## Signatures

D. Cummins on behalf of M.  
Loughridge

02/08/2010

\_\_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) 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.  
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