

KELLY JOHN E III
Form 4
May 17, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JOHN E III

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, P.O. BOX
218**

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
YORKTOWN HEIGHTS, NY 10598

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

(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	05/14/2010		S		900	D	\$ 130.19	53,344.187 D
Common Stock	05/14/2010		S		700	D	\$ 130.2	52,644.187 D
Common Stock	05/14/2010		S		2,500	D	\$ 130.22	50,144.187 D
Common Stock	05/14/2010		S		100	D	\$ 130.225	50,044.187 D
Common Stock	05/14/2010		S		1,900	D	\$ 130.23	48,144.187 D

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Common Stock	05/14/2010	S	1,700	D	\$ 130.24	46,444.187	D
Common Stock	05/14/2010	S	100	D	\$ 130.25	46,344.187	D
Common Stock	05/14/2010	S	1,700	D	\$ 130.26	44,644.187	D
Common Stock	05/14/2010	S	407	D	\$ 130.27	44,237.187	D
Common Stock	05/14/2010	S	1,800	D	\$ 130.28	42,437.187	D
Common Stock	05/14/2010	S	400	D	\$ 130.29	42,037.187	D
Common Stock	05/14/2010	S	100	D	\$ 130.3	41,937.187	D
Common Stock	05/14/2010	S	500	D	\$ 130.32	41,437.187	D
Common Stock	05/14/2010	S	100	D	\$ 130.33	41,337.187	D
Common Stock	05/14/2010	S	400	D	\$ 130.35	40,937.187	D
Common Stock	05/14/2010	S	100	D	\$ 130.36	40,837.187	D
Common Stock	05/14/2010	S	1,400	D	\$ 130.37	39,437.187	D
Common Stock	05/14/2010	S	400	D	\$ 130.39	39,037.187	D
Common Stock	05/14/2010	S	300	D	\$ 130.41	38,737.187	D

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)

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	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 Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN E III IBM CORPORATION P.O. BOX 218 YORKTOWN HEIGHTS, NY 10598			Senior Vice President	

Signatures

D. Cummins on behalf of J. E. Kelly III	05/17/2010
**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).

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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