

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 February 15, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 MACDONALD J RANDALL

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)  
 02/11/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

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 Ownership: Beneficial or Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/11/2011		M		11,066	A	\$ 82.76	64,090.375	D
Common Stock	02/11/2011		M		23,321	A	\$ 91.04	87,411.375	D
Common Stock	02/11/2011		M		4,933	A	\$ 92.12	92,344.375	D
Common Stock	02/11/2011		M		14,300	A	\$ 101.33	106,644.375	D
Common Stock	02/11/2011		S		44,977	D	\$ 164.2	61,667.375	D

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Common Stock	02/11/2011	S	3,665	D	\$ 164.205	58,002.375	D
Common Stock	02/11/2011	S	100	D	\$ 164.2065	57,902.375	D
Common Stock	02/11/2011	S	4,374	D	\$ 164.21	53,528.375	D
Common Stock	02/11/2011	S	504	D	\$ 164.22	53,024.375	D
Common Stock	02/14/2011	M	477	A	\$ 101.33	53,501.375	D
Common Stock	02/14/2011	S	477	D	\$ 164.2	53,024.375	D

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

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(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 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
Emp. Stock Option (right to buy)	\$ 101.33	02/11/2011		M	14,300	03/08/2009 <sup>(1)</sup>	03/07/2015	Common Stock	14,300
Emp. Stock Option (right to buy)	\$ 82.76	02/11/2011		M	11,066	05/08/2009 <sup>(2)</sup>	05/07/2016	Common Stock	11,066
Emp. Stock Option (right to buy)	\$ 92.12	02/11/2011		M	4,933	03/08/2008 <sup>(2)</sup>	03/07/2015	Common Stock	4,933

buy)

Emp.

Stock

Option \$ 91.04 02/11/2011  
(right to  
buy)

M

23,321 05/08/2010<sup>(1)</sup> 05/07/2016Common  
Stock

23,32

Emp.

Stock

Option \$ 101.33 02/14/2011  
(right to  
buy)

M

477 03/08/2009<sup>(1)</sup> 03/07/2015Common  
Stock

477

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACDONALD J RANDALL IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

## Signatures

D. Cummins on behalf of J. R.  
MacDonald

02/15/2011

\*\*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.

(2) This grant vested in one installment on the date shown above.

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.