

BRISTOL MYERS SQUIBB CO  
Form 4  
March 08, 2007

**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 \*  
ANDREOTTI LAMBERTO

2. Issuer Name and Ticker or Trading Symbol  
BRISTOL MYERS SQUIBB CO  
[(BMY)]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP BMS & President WW Pharm

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB  
COMPANY, RT. 206 &  
PROVINCELINE ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2007

(Street)  
  
PRINCETON, NJ 08540

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.10 par value	03/06/2007		A		5,261 (1)	A	\$ 27.01 260,012 (2) D
Common Stock, \$0.10 par value	03/06/2007		F		2,515 (3)	D	\$ 27.01 257,497 (2) 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.

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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 Number Shares
Executive Option (right to buy)	\$ 27.01	03/06/2007		A	234,720	(4) 03/05/2017	Common Stock, \$0.10 par value 234,720
Restricted Stock Units	\$ 27.01	03/06/2007		A	19,800	(5) 03/05/2017	Common Stock, \$0.10 par value 19,800

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ANDREOTTI LAMBERTO  
BRISTOL-MYERS SQUIBB COMPANY  
RT. 206 & PROVINCELINE ROAD  
PRINCETON, NJ 08540

EVP BMS & President WW Pharm

## Signatures

By: /s/ Sonia Vora,  
Attorney-in-Fact

03/08/2007

\_\_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) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.

(2) Includes unvested restricted stock awards.

(3) Shares withheld for payment of taxes.

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- 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.
  - (5) Consists of restricted stock units with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.

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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