

BOERNER CHRISTOPHER S.

Form 3

September 06, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â BOERNER CHRISTOPHER
S.

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB
COMPANY,Â 430 E. 29TH
STREET, 14 FLOOR

(Street)

NEW YORK,Â NYÂ 10016

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/27/20183. Issuer Name **and** Ticker or Trading Symbol
BRISTOL MYERS SQUIBB CO [BMY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, Chief Commercial Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Market Share Units	Â (1)	03/10/2019	Common Stock, \$0.10 par value	1,179	\$ (2)	D	Â
Market Share Units	Â (3)	03/10/2020	Common Stock, \$0.10 par value	3,135	\$ (2)	D	Â
Market Share Units	Â (4)	03/10/2021	Common Stock, \$0.10 par value	5,477	\$ (2)	D	Â
Market Share Units	Â (5)	03/10/2022	Common Stock, \$0.10 par value	7,045	\$ (2)	D	Â
Performance Shares	Â (6)	03/10/2019	Common Stock, \$0.10 par value	9,401	\$ (6)	D	Â
Performance Shares	Â (7)	03/10/2020	Common Stock, \$0.10 par value	10,953	\$ (7)	D	Â
Performance Shares	Â (8)	03/10/2021	Common Stock, \$0.10 par value	10,568	\$ (8)	D	Â
Restricted Stock Units	Â (9)	02/02/2019	Common Stock, \$0.10 par value	4,465	\$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOERNER CHRISTOPHER S. BRISTOL-MYERS SQUIBB COMPANY 430 E. 29TH STREET, 14 FLOOR NEW YORK, NY 10016	Â	Â	Â EVP, Chief Commercial Officer	Â

Signatures

/s/Lisa A. Atkins, attorney-in-fact for Christopher
Boerner

09/06/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These market share units will vest on March 10, 2019.
Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.
- (2) One-half of these market share units will vest on each of March 10, 2019 and March 10, 2020.
- (3) One-third of these market share units will vest on each of March 10, 2019, March 10, 2020, and March 10, 2021.
- (4) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date, starting on March 10, 2019.
- (5) Each performance share converts into one share of common stock upon distribution in the first quarter of 2019, subject to a Total Shareholder Return modifier.
- (6) Each performance share converts into one share of common stock upon distribution in the first quarter of 2020.
- (7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.
- (8) These restricted stock units will vest on February 2, 2019.
- (9) Each restricted stock unit converts into one share of common stock upon vesting.
- (10)

^

Remarks:

EXHIBIT LIST: EX-24 Exhibit 24 - Christopher Boerner Power of Attorney

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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