

MCBRIDE ANTHONY A

Form 4/A

February 11, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCBRIDE ANTHONY A

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
BRISTOL-MYERS SQUIBB
COMPANY, ROUTE 206 &
PROVINCELINE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP Human Resources

(Street)
LAWRENCEVILLE, NJ 08543

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/07/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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)
Common Stock, \$0.10 par value ⁽¹⁾	03/06/2008		M	1,411 A	\$ 21.77	26,555.29 ⁽²⁾	D
Common Stock, \$0.10 par value	03/06/2008		F	560 ⁽³⁾ D	\$ 21.77	25,995.29	D
Common Stock,					4,314.94 ⁽⁴⁾	I	By BMY Savings &

\$0.10 par
valueInvestment
Program

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)	8. Pr Deriv Secu (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	03/06/2008		M	1,411	(6)	(6)	Common Stock, \$0.10 par value	1,411	\$ 2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCBRIDE ANTHONY A
BRISTOL-MYERS SQUIBB COMPANY
ROUTE 206 & PROVINCELINE ROAD
LAWRENCEVILLE, NJ 08543

SVP Human Resources

Signatures

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

02/11/2009

__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 Form 4 is being amended to clarify that upon vesting the restricted stock units became a non-derivative security.

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- (2) Includes unvested restricted stock awards.
- (3) Shares withheld for payment of taxes upon vesting of restricted stock units.
- (4) Based on a plan statement as of the end of the most recent fiscal quarter.
- (5) The restricted stock units were converted on a one for one basis into shares of common stock upon vesting.
- (6) Twenty-five percent of the restricted stock units will vest on each of the first, second, third and fourth anniversaries of the grant date and be converted into shares of common stock.

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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