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INTERNATIONAL BUSINESS MACHINES CORP

Form 4

December 28, 2007

FORM 4		OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-0287	
Check this box if no longer	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	Expires:	January 31, 2005	
subject to Section 16. Form 4 or		Estimated av burden hours response	•	
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	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 *

DONOFRIO NICHOLAS M

2. Issuer Name and Ticker or Trading
Symbol
INTERNATIONAL BUSINESS

5. Relations
Issuer

5. Relationship of Reporting Person(s) to Issuer

MACHINES CORP [IBM]

3. Date of Earliest Transaction

_____ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below)

(Check all applicable)

Executive Vice President

IBM CORPORATION, NEW ORCHARD ROAD

(First)

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

(Month/Day/Year)

12/27/2007

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

ARMONK, NY 10504

(Last)

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) (I) **Following** (Instr. 4) (Instr. 4)

(A) Reported
or Transaction(s)
(Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount (D) Price (III

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.

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	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Underlying Securities	Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Yea	Code r) (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		(Instr. 3 and 4)		Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (1)	12/27/2007	A(2)	10	(3)	(3)	Common Stock	10	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DONOFRIO NICHOLAS M IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504

Executive Vice President

Signatures

D. Cummins for N. M. Donofrio by power-of-attorney

12/28/2007

**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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
- (3) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company. 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.

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