

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 09, 2008

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 *
MOFFAT ROBERT W JR

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)
05/08/2008

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior Vice President

IBM CORPORATION, NEW
ORCHARD ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/08/2008		M		2,842	A	\$ 0	36,767.2895	D
Common Stock	05/08/2008		M		3,125	A	\$ 0	39,892.2895	D
Common Stock	05/08/2008		F		1,229	D	\$ 124.46	38,663.2895	D
Common Stock	05/08/2008		F		1,351	D	\$ 124.46	37,312.2895	D

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

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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 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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Rst. Stock Unit	\$ 0 <u>(1)</u>	05/08/2008		A <u>(1)</u>		7,571		<u>(1)</u>	<u>(1)</u>	Common Stock	7,571
Rst. Stock Unit	\$ 0 <u>(2)</u>	05/08/2008		M <u>(3)</u>		3,125		<u>(2)</u>	<u>(2)</u>	Common Stock	3,125
Rst. Stock Unit	\$ 0 <u>(2)</u>	05/08/2008		M <u>(3)</u>		2,842		<u>(2)</u>	<u>(2)</u>	Common Stock	2,842

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOFFAT ROBERT W JR IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504	Senior Vice President

Signatures

D. Cummins for R. W. Moffat Jr. by
power-of-attorney

05/09/2008

__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)

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Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,523 of these units on 05/08/2009, for 2,524 of these units on 05/08/2010, and for the remaining 2,524 of these units on 05/08/2011.

- (2) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (3) Release of restricted stock units.

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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