

IWATA JON C
Form 4
October 28, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
IWATA JON C

(Last) (First) (Middle)

IBM CORPORATION, ONE NEW
ORCHARD ROAD

(Street)

ARMONK, NY 10504

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTERNATIONAL BUSINESS
MACHINES CORP [IBM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	10/27/2010		M		27,639	A \$ 78.13	64,144.924 D
Common Stock	10/27/2010		S		300	D \$ 141.25	63,844.924 D
Common Stock	10/27/2010		S		1,900	D \$ 141.26	61,944.924 D
Common Stock	10/27/2010		S		4,658	D \$ 141.27	57,286.924 D
Common Stock	10/27/2010		S		2,181	D \$ 141.28	55,105.924 D

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Common Stock	10/27/2010	S	4,400	D	\$ 141.29	50,705.924	D
Common Stock	10/27/2010	S	1,800	D	\$ 141.3	48,905.924	D
Common Stock	10/27/2010	S	7,788	D	\$ 141.31	41,117.924	D
Common Stock	10/27/2010	S	4,506	D	\$ 141.32	36,611.924	D
Common Stock	10/27/2010	S	1,300	D	\$ 141.33	35,311.924	D
Common Stock	10/27/2010	S	600	D	\$ 141.34	34,711.924	D
Common Stock	10/27/2010	S	800	D	\$ 141.35	33,911.924	D
Common Stock	10/27/2010	S	799	D	\$ 141.36	33,112.924	D
Common Stock	10/27/2010	S	2,708	D	\$ 141.37	30,404.924	D
Common Stock	10/27/2010	S	1,700	D	\$ 141.38	28,704.924	D
Common Stock	10/27/2010	S	1,999	D	\$ 141.39	26,705.924	D
Common Stock	10/27/2010	S	200	D	\$ 141.4	26,505.924	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

Emp. Stock Option (right to buy)	\$ 78.13	10/27/2010	M	27,639	02/25/2007 ⁽¹⁾	02/24/2013	Common Stock	27,639
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IWATA JON C IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

Signatures

D. Cummins on behalf of J. C.
Iwata

10/28/2010

__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 grant vested in four equal annual installments; the last installment vested on the date shown above.

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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