

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 February 03, 2012

**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 \*  
 MACDONALD J RANDALL

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)  
 02/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

IBM CORPORATION, ONE NEW ORCHARD ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/01/2012		A <sup>(1)</sup>			38,334	A	\$ 0	92,824.615	D	
Common Stock	02/01/2012		F			17,157	D	\$ 193.61	75,667.615	D	
Common Stock	02/02/2012		S			300	D	\$ 191.81	75,367.615	D	
Common Stock	02/02/2012		S			1,038	D	\$ 191.8202	74,329.615	D	
Common Stock	02/02/2012		S			300	D	\$ 191.84	74,029.615	D	

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Common Stock	02/02/2012	S	200	D	\$ 191.85	73,829.615	D
Common Stock	02/02/2012	S	850	D	\$ 191.86	72,979.615	D
Common Stock	02/02/2012	S	200	D	\$ 191.87	72,779.615	D
Common Stock	02/02/2012	S	600	D	\$ 191.88	72,179.615	D
Common Stock	02/02/2012	S	100	D	\$ 191.89	72,079.615	D
Common Stock	02/02/2012	S	909	D	\$ 191.9	71,170.615	D
Common Stock	02/02/2012	S	670	D	\$ 191.91	70,500.615	D
Common Stock	02/02/2012	S	45	D	\$ 191.915	70,455.615	D
Common Stock	02/02/2012	S	2,846	D	\$ 191.92	67,609.615	D
Common Stock	02/02/2012	S	100	D	\$ 191.93	67,509.615	D
Common Stock	02/02/2012	S	1,900	D	\$ 191.94	65,609.615	D
Common Stock	02/02/2012	S	2,200	D	\$ 191.95	63,409.615	D
Common Stock	02/02/2012	S	900	D	\$ 191.96	62,509.615	D
Common Stock	02/02/2012	S	133	D	\$ 191.97	62,376.615	D
Common Stock	02/02/2012	S	200	D	\$ 191.98	62,176.615	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		Title	Amount or Number of Shares
	Code	V	Date Exercisable	Expiration Date		

Own  
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## Reporting Owners

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

## Signatures

D. Cummins on behalf of J. R. MacDonald  
Date: 02/03/2012

\_\_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) These shares result from performance share units which vested at the end of the performance period (2009-2011) and were payable in cash or the company's common stock on the transaction date shown.

### Remarks:

Additional transactions will be shown on a subsequent Form 4.

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.