

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 January 28, 2016

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 *
 Rometty Virginia M

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)
 IBM CORPORATION, ONE NEW ORCHARD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2016

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Chairman, Pres. and CEO

ARMONK, NY 10504

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|---------------------------|--------------|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Num Sha |
| Emp. Stock Option (right to buy) | \$ 129.08 ⁽¹⁾ | 01/26/2016 | A | | 375,000 | | 01/26/2019 ⁽²⁾ | 01/25/2026 ⁽²⁾ | Common Stock | 37 |
| Emp. Stock Option (right to buy) | \$ 135.22 ⁽³⁾ | 01/26/2016 | A | | 375,000 | | 01/26/2019 ⁽²⁾ | 01/25/2026 ⁽²⁾ | Common Stock | 37 |
| Emp. Stock Option (right to buy) | \$ 141.37 ⁽⁴⁾ | 01/26/2016 | A | | 375,000 | | 01/26/2019 ⁽²⁾ | 01/25/2026 ⁽²⁾ | Common Stock | 37 |
| Emp. Stock Option (right to buy) | \$ 153.66 ⁽⁵⁾ | 01/26/2016 | A | | 375,000 | | 01/26/2019 ⁽²⁾ | 01/25/2026 ⁽²⁾ | Common Stock | 37 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rometty Virginia M IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504 | | | Chairman, Pres. and CEO | |

Signatures

M. Clemens on behalf of V. M. Rometty 01/28/2016

__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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The exercise price of these premium-priced options is equal to 105% of the average high and low prices of IBM common stock on the date of grant.

- (2) These derivative securities vest in one installment on the date exercisable shown. All expire on the expiration date shown above.
- (3) The exercise price of these premium-priced options is equal to 110% of the average high and low prices of IBM common stock on the date of grant.
- (4) The exercise price of these premium-priced options is equal to 115% of the average high and low prices of IBM common stock on the date of grant.
- (5) The exercise price of these premium-priced options is equal to 125% of the average high and low prices of IBM common stock on the date of grant.

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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