

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 09, 2007

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 *
MILLS STEVEN A

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)

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

IBM CORPORATION, 294 ROUTE 100

05/08/2007

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SOMERS, NY 10589

X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/08/2007 | | M | 3,500 A \$ 0 | 107,934.209 | D | |
| Common Stock | 05/08/2007 | | F | 1,533 D \$ 102.8 | 106,401.209 | D | |
| Common Stock | 05/09/2007 | | G V | 10 D \$ 0 | 106,391.209 | D | |
| Common Stock | 05/09/2007 | | G V | 10 D \$ 0 | 106,381.209 | D | |
| Common Stock | 05/09/2007 | | G V | 10 D \$ 0 | 106,371.209 | D | |

| | | | | | | | | |
|--------------|------------|---|---|-----|---|------|-------------|---|
| Common Stock | 05/09/2007 | G | V | 10 | D | \$ 0 | 106,361.209 | D |
| Common Stock | 05/09/2007 | G | V | 20 | D | \$ 0 | 106,341.209 | D |
| Common Stock | 05/09/2007 | G | V | 940 | D | \$ 0 | 105,401.209 | D |

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.

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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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Emp. Stock Option (right to buy) | \$ 102.8 | 05/08/2007 | | A | 12,411 | 05/08/2010 ⁽¹⁾ | 05/07/2017 ⁽¹⁾ | | | Common Stock |
| Rst. Stock Unit | \$ 0 ⁽²⁾ | 05/08/2007 | | A ⁽²⁾ | 9,474 | ⁽²⁾ | ⁽²⁾ | | | Common Stock |
| Rst. Stock Unit | \$ 0 ⁽³⁾ | 05/08/2007 | | M ⁽⁴⁾ | 3,500 | ⁽³⁾ | ⁽³⁾ | | | Common Stock |
| Phantom Stock Unit | \$ 0 ⁽⁵⁾ | 05/08/2007 | | A ⁽⁶⁾ | 110 | ⁽⁷⁾ | ⁽⁷⁾ | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLS STEVEN A IBM CORPORATION | | | Senior Vice President | |

294 ROUTE 100
SOMERS, NY 10589

Signatures

D. Cummins for S. A. Mills by
power-of-attorney

05/09/2007

__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) These derivative securities vest 100% on the date exercisable shown. All expire on the expiration date shown above.
- (2) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 3,158 of these units on 05/08/2008, for 3,158 of these units on 05/08/2009, and for the remaining 3,158 of these units on 05/08/2010.
- (3) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (4) Release of restricted stock units.
- (5) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (6) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
- (7) 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.