

Adkins Rodney C
Form 3
May 24, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | |
|--|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Adkins Rodney C</p> <p>(Last) (First) (Middle)</p> <p>IBM CORPORATION, 294 ROUTE 100</p> <p>(Street)</p> <p>SOMERS, NY 10589</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/18/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INTERNATIONAL BUSINESS MACHINES CORP [IBM]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 171.558 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | | | |
|----------------------------------|---------------------------|----------------------------|--------------|---------------------------------------|-----------|---|---|
| Emp. Stock Option (right to buy) | 02/24/2002 ⁽¹⁾ | 02/23/2008 | Common Stock | 489 | \$ 51.155 | D | Â |
| Emp. Stock Option (right to buy) | 02/23/2003 ⁽¹⁾ | 02/22/2009 | Common Stock | 562 | \$ 88.955 | D | Â |
| Emp. Stock Option (right to buy) | 02/23/2003 ⁽¹⁾ | 02/22/2009 | Common Stock | 8,438 | \$ 88.955 | D | Â |
| Emp. Stock Option (right to buy) | 02/29/2004 ⁽¹⁾ | 02/28/2010 | Common Stock | 726 | \$ 103.25 | D | Â |
| Emp. Stock Option (right to buy) | 02/29/2004 ⁽¹⁾ | 02/28/2010 | Common Stock | 8,274 | \$ 103.25 | D | Â |
| Emp. Stock Option (right to buy) | 02/27/2005 ⁽¹⁾ | 02/26/2011 | Common Stock | 955 | \$ 104.71 | D | Â |
| Emp. Stock Option (right to buy) | 02/27/2005 ⁽¹⁾ | 02/26/2011 | Common Stock | 19,145 | \$ 104.71 | D | Â |
| Emp. Stock Option (right to buy) | 02/26/2006 ⁽¹⁾ | 02/25/2012 | Common Stock | 25,029 | \$ 97.59 | D | Â |
| Emp. Stock Option (right to buy) | 02/25/2007 ⁽¹⁾ | 02/24/2013 | Common Stock | 17,260 | \$ 78.13 | D | Â |
| Emp. Stock Option (right to buy) | 02/24/2007 ⁽²⁾ | 02/23/2014 | Common Stock | 24,746 | \$ 105.96 | D | Â |
| Emp. Stock Option (right to buy) | 03/08/2008 ⁽³⁾ | 03/07/2015 | Common Stock | 1,883 | \$ 92.12 | D | Â |
| Emp. Stock Option (right to buy) | 03/08/2007 ⁽²⁾ | 03/07/2015 | Common Stock | 21,400 | \$ 101.33 | D | Â |
| Emp. Stock Option (right to buy) | 05/08/2009 ⁽³⁾ | 05/07/2016 | Common Stock | 3,689 | \$ 82.76 | D | Â |
| Rst. Stock Unit | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 5,000 | \$ 0 | D | Â |
| Rst. Stock Unit | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 11,628 | \$ 0 | D | Â |
| Rst. Stock Unit | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 5,313 | \$ 0 | D | Â |
| Rst. Stock Unit | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 4,737 | \$ 0 | D | Â |
| Phantom Stock Unit | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 8,645 | \$ 0 | D | Â |
| Rst. Stock Unit | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 6,010 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Adkins Rodney C IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589 | Â | Â | Â Senior Vice President | Â |

Signatures

D. Cummins for Rodney C. Adkins by
power-of-attorney

05/24/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) This grant vests in four equal annual installments; the most recent vesting occurred on the date shown above.
- (3) This grant vests in its entirety on the date shown above.
- (4) These units are payable in cash or the company's common stock upon lapse of the restrictions on November 5, 2009.
- (5) These units are payable in cash or the company's common stock upon lapse of the restrictions on December 6, 2009.
- (6) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,656 of these units on May 8, 2008, and for 2,657 of these units on May 8, 2010.
- (7) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,368 of these units on May 8, 2009, and for 2,369 of these units on May 8, 2011.
- (8) Phantom stock units acquired under the IBM Executive Deferred Compensation Plan convert to the cash value of the company's common stock on a one-for-one basis, and distribution is deferred until separation from the company.
- (9) These units have been deferred and are payable in the company's common stock upon lapse of restriction after retirement.

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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