

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 01, 2008

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)
IBM CORPORATION, 294 ROUTE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

SOMERS, NY 10589

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 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	04/30/2008		M		562	A	\$ 88.955 98,993.7452 D
Common Stock	04/30/2008		M		28,876	A	\$ 88.955 127,869.7452 D
Common Stock	04/30/2008		S		400	D	\$ 122.98 127,469.7452 D
Common Stock	04/30/2008		S		100	D	\$ 123.02 127,369.7452 D
Common Stock	04/30/2008		S		926	D	\$ 123.03 126,443.7452 D

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Common Stock	04/30/2008	S	1,000	D	\$ 123.04	125,443.7452	D
Common Stock	04/30/2008	S	1,000	D	\$ 123.04	124,443.7452	D
Common Stock	04/30/2008	S	300	D	\$ 123.045	124,143.7452	D
Common Stock	04/30/2008	S	1,000	D	\$ 123.05	123,143.7452	D
Common Stock	04/30/2008	S	1,140	D	\$ 123.05	122,003.7452	D
Common Stock	04/30/2008	S	100	D	\$ 123.055	121,903.7452	D
Common Stock	04/30/2008	S	500	D	\$ 123.06	121,403.7452	D
Common Stock	04/30/2008	S	1,300	D	\$ 123.06	120,103.7452	D
Common Stock	04/30/2008	S	100	D	\$ 123.07	120,003.7452	D
Common Stock	04/30/2008	S	200	D	\$ 123.07	119,803.7452	D
Common Stock	04/30/2008	S	1,212	D	\$ 123.08	118,591.7452	D
Common Stock	04/30/2008	S	1,600	D	\$ 123.08	116,991.7452	D
Common Stock	04/30/2008	S	900	D	\$ 123.09	116,091.7452	D
Common Stock	04/30/2008	S	1,850	D	\$ 123.09	114,241.7452	D
Common Stock	04/30/2008	S	100	D	\$ 123.0975	114,141.7452	D
Common Stock	04/30/2008	S	200	D	\$ 123.105	113,941.7452	D
Common Stock	04/30/2008	S	200	D	\$ 123.118	113,741.7452	D
Common Stock	04/30/2008	S	200	D	\$ 123.118	113,541.7452	D
Common Stock	04/30/2008	S	14,248	D	\$ 123.12	99,293.7452	D
Common Stock	04/30/2008	S	20,100	D	\$ 123.12	79,193.7452	D

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

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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)	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 88.955	04/30/2008		M	28,876	02/23/2003 ⁽¹⁾ 02/22/2009	Common Stock	28,876
Emp. Stock Option (right to buy)	\$ 88.955	04/30/2008		M	562	02/23/2003 ⁽¹⁾ 02/22/2009	Common Stock	562

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS STEVEN A IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589			Senior Vice President	

Signatures

D. Cummins for S. A. Mills by power-of-attorney 05/01/2008

__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.

Remarks:

Additional sales 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.
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