

KAVANAUGH JAMES J
 Form 4
 May 22, 2009

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 *
KAVANAUGH JAMES J

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL BUSINESS MACHINES CORP [IBM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Controller

(Last) (First) (Middle)
IBM CORPORATION, NEW ORCHARD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2009

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

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	05/21/2009		M	16,455 A \$ 78.13	23,203.8759	D	
Common Stock	05/21/2009		S	400 D \$ 102.22	22,803.8759	D	
Common Stock	05/21/2009		S	755 D \$ 102.23	22,048.8759	D	
Common Stock	05/21/2009		S	100 D \$ 102.235	21,948.8759	D	
Common Stock	05/21/2009		S	200 D \$ 102.24	21,748.8759	D	

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Common Stock	05/21/2009	S	2,300	D	\$ 102.25	19,448.8759	D
Common Stock	05/21/2009	S	200	D	\$ 102.3	19,248.8759	D
Common Stock	05/21/2009	S	400	D	\$ 102.31	18,848.8759	D
Common Stock	05/21/2009	S	300	D	\$ 102.35	18,548.8759	D
Common Stock	05/21/2009	S	400	D	\$ 102.36	18,148.8759	D
Common Stock	05/21/2009	S	100	D	\$ 102.3613	18,048.8759	D
Common Stock	05/21/2009	S	200	D	\$ 102.37	17,848.8759	D
Common Stock	05/21/2009	S	600	D	\$ 102.38	17,248.8759	D
Common Stock	05/21/2009	S	200	D	\$ 102.39	17,048.8759	D
Common Stock	05/21/2009	S	1,800	D	\$ 102.4	15,248.8759	D
Common Stock	05/21/2009	S	1,200	D	\$ 102.41	14,048.8759	D
Common Stock	05/21/2009	S	1,200	D	\$ 102.42	12,848.8759	D
Common Stock	05/21/2009	S	2,300	D	\$ 102.43	10,548.8759	D
Common Stock	05/21/2009	S	3,000	D	\$ 102.44	7,548.8759	D
Common Stock	05/21/2009	S	600	D	\$ 102.45	6,948.8759	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 Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 78.13	05/21/2009	M				16,455	02/25/2007 ⁽¹⁾	02/24/2013	Common Stock	16,455	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAVANAUGH JAMES J IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504			VP, Controller	

Signatures

D. Cummins for J. J. Kavanaugh by power-of-attorney	05/22/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. 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.