

PALMISANO SAMUEL J  
 Form 4  
 November 02, 2010

**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 \*  
 PALMISANO SAMUEL 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)

(Last) (First) (Middle)

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

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

Chairman, Pres., and CEO

IBM CORPORATION, ONE NEW ORCHARD ROAD

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

(Street)

ARMONK, NY 10504

(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)
			Code	V	Amount or Price		
Common Stock	11/01/2010		M		955 A \$ 104.71	115,303.2067	D
Common Stock	11/01/2010		M		89,045 A \$ 104.71	204,348.2067	D
Common Stock	11/01/2010		S		625 D \$ 142.33	203,723.2067	D
Common Stock	11/01/2010		S		2,400 D \$ 142.34	201,323.2067	D
Common Stock	11/01/2010		S		4,810 D \$ 142.35	196,513.2067	D

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Common Stock	11/01/2010	S	3,700	D	\$ 142.353	192,813.2067	D	
Common Stock	11/01/2010	S	6,768	D	\$ 142.355	186,045.2067	D	
Common Stock	11/01/2010	S	2,579	D	\$ 142.36	183,466.2067	D	
Common Stock	11/01/2010	S	390	D	\$ 142.365	183,076.2067	D	
Common Stock	11/01/2010	S	1,200	D	\$ 142.37	181,876.2067	D	
Common Stock	11/01/2010	S	3,312	D	\$ 142.38	178,564.2067	D	
Common Stock	11/01/2010	S	200	D	\$ 142.3875	178,364.2067	D	
Common Stock	11/01/2010	S	19	D	\$ 142.3896	178,345.2067	D	
Common Stock	11/01/2010	S	3,603	D	\$ 142.39	174,742.2067	D	
Common Stock	11/01/2010	S	2,300	D	\$ 142.4	172,442.2067	D	
Common Stock	11/01/2010	S	1,400	D	\$ 142.405	171,042.2067	D	
Common Stock	11/01/2010	S	5,800	D	\$ 142.41	165,242.2067	D	
Common Stock	11/01/2010	S	500	D	\$ 142.415	164,742.2067	D	
Common Stock	11/01/2010	S	100	D	\$ 142.4197	164,642.2067	D	
Common Stock	11/01/2010	S	2,900	D	\$ 142.42	161,742.2067	D	
Common Stock	08/10/2010	G V	192	D	\$ 0	261,340	I <sup>(1)</sup>	spouse
Common Stock	08/10/2010	G V	192	D	\$ 0	261,148	I <sup>(1)</sup>	spouse
Common Stock	08/10/2010	G V	192	D	\$ 0	260,956	I <sup>(1)</sup>	spouse
Common Stock	08/10/2010	G V	192	D	\$ 0	260,764	I <sup>(1)</sup>	spouse
Common Stock	08/10/2010	G V	192	A	\$ 0	706	I <sup>(1)</sup>	daughter
	08/10/2010	G V	192	A	\$ 0	926	I <sup>(1)</sup>	son 1

Common  
Stock

Common Stock 08/10/2010 G V 192 A \$ 0 706 I <sup>(1)</sup> son 2

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)	\$ 104.71	11/01/2010		M	89,045	02/27/2005 <sup>(2)</sup> 02/26/2011	Common Stock	89,045
Emp. Stock Option (right to buy)	\$ 104.71	11/01/2010		M	955	02/27/2005 <sup>(2)</sup> 02/26/2011	Common Stock	955

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO SAMUEL J IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504	X		Chairman, Pres., and CEO	

## Signatures

D. Cummins on behalf of S. J.  
Palmisano

11/02/2010

\_\_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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - (2) This grant vested in four equal annual installments; the last installment vested on the date shown above.

### Remarks:

Additional transactions 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.