

Caldarella Joseph C  
 Form 4/A  
 February 11, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2009  
 Estimated average burden hours per response... 0.5

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 \*  
 Caldarella Joseph C

2. Issuer Name and Ticker or Trading Symbol  
 BRISTOL MYERS SQUIBB CO  
 [(BMY)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/06/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP & Financial Controller

BRISTOL-MYERS SQUIBB  
 COMPANY, ROUTE 206 &  
 PROVINCELINE ROAD

(Street)

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 03/07/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PRINCETON, NJ 08543

(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 (A) or (D) Price		
Common Stock, \$0.10 par value <sup>(1)</sup>	03/06/2008		M		1,411 <sup>(2)</sup> A \$ 21.77	22,830 <sup>(3)</sup>	D
Common Stock, \$0.10 par value	03/06/2008		F		599 <sup>(4)</sup> D \$ 0	22,231 <sup>(3)</sup>	D
Common Stock,						2,687.78 <sup>(5)</sup>	I By BMY Savings &

\$0.10 par value

Investment Program

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

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SEC 1474  
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	03/06/2008		M	1,411	(6)	(6)	Common Stock, \$0.10 par value	1,411	\$ 2

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Caldarella Joseph C  
BRISTOL-MYERS SQUIBB COMPANY  
ROUTE 206 & PROVINCELINE ROAD  
PRINCETON, NJ 08543

VP & Financial Controller

## Signatures

By: /s/ Sonia Vora,  
Attorney-in-Fact

02/11/2009

\*\*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 Form 4 is being amended to clarify that upon vesting the restricted stock units became a non-derivative security.

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- (2) The restricted stock units were converted on a one for one basis into shares of common stock upon vesting.
- (3) Includes unvested restricted stock awards.
- (4) Shares withheld for payment of taxes upon vesting of restricted stock units.
- (5) Based on a plan statement as of the end of the most recent fiscal quarter.
- (6) Twenty-five percent of the restricted stock units will vest on each of the first, second, third and fourth anniversaries of the grant date and be converted into shares of common stock.

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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