

Caldarella Joseph C
 Form 4/A
 February 11, 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 *
 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 ⁽¹⁾ | 03/06/2008 | | M | | 1,411 ⁽²⁾ A \$ 21.77 | 22,830 ⁽³⁾ | D |
| Common Stock, \$0.10 par value | 03/06/2008 | | F | | 599 ⁽⁴⁾ D \$ 0 | 22,231 ⁽³⁾ | D |
| Common Stock, | | | | | | 2,687.78 ⁽⁵⁾ | 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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(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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