

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 October 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Di Leo Allen Bruno V

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)
 10/22/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Senior Vice President

IBM CORPORATION, ONE NORTH CASTLE DRIVE

(Street)

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

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)			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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	10/22/2015		S ⁽¹⁾		295	D	\$ 143.33 32,250.302	D	
Common Stock	10/22/2015		S ⁽¹⁾		405	D	\$ 143.34 31,845.302	D	
Common Stock	10/22/2015		S ⁽¹⁾		100	D	\$ 143.35 31,745.302	D	
Common Stock	10/22/2015		S ⁽¹⁾		1,200	D	\$ 143.37 30,545.302	D	
Common Stock	10/22/2015		S ⁽¹⁾		1,200	D	\$ 143.39 29,345.302	D	

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Common Stock	10/22/2015	<u>S(1)</u>	800	D	\$ 143.4	28,545.302	D
Common Stock	10/22/2015	<u>S(1)</u>	900	D	\$ 143.41	27,645.302	D
Common Stock	10/22/2015	<u>S(1)</u>	1,200	D	\$ 143.42	26,445.302	D
Common Stock	10/22/2015	<u>S(1)</u>	400	D	\$ 143.43	26,045.302	D
Common Stock	10/22/2015	<u>S(1)</u>	100	D	\$ 143.44	25,945.302	D
Common Stock	10/22/2015	<u>S(1)</u>	300	D	\$ 143.45	25,645.302	D
Common Stock	10/22/2015	<u>S(1)</u>	400	D	\$ 143.46	25,245.302	D
Common Stock	10/22/2015	<u>S(1)</u>	300	D	\$ 143.47	24,945.302	D
Common Stock	10/22/2015	<u>S(1)</u>	400	D	\$ 143.48	24,545.302	D
Common Stock	10/22/2015	<u>S(1)</u>	800	D	\$ 143.495	23,745.302	D
Common Stock	10/22/2015	<u>S(1)</u>	773	D	\$ 143.5	22,972.302	D
Common Stock	10/22/2015	<u>S(1)</u>	3,627	D	\$ 143.51	19,345.302	D
Common Stock	10/22/2015	<u>S(1)</u>	900	D	\$ 143.52	18,445.302	D
Common Stock	10/22/2015	<u>S(1)</u>	100	D	\$ 143.53	18,345.302	D
Common Stock	10/22/2015	<u>S(1)</u>	2,300	D	\$ 143.54	16,045.302	D
Common Stock	10/22/2015	<u>S(1)</u>	100	D	\$ 143.56	15,945.302	D
Common Stock	10/22/2015	<u>S(1)</u>	200	D	\$ 143.58	15,745.302	D
Common Stock	10/22/2015	<u>S(1)</u>	700	D	\$ 143.59	15,045.302	D
Common Stock	10/22/2015	<u>S(1)</u>	300	D	\$ 143.6	14,745.302	D
Common Stock	10/22/2015	<u>S(1)</u>	100	D	\$ 143.62	14,645.302	D
	10/22/2015	<u>S(1)</u>	500	D	\$ 143.63	14,145.302	D

Common
Stock

Common Stock 10/22/2015 S⁽¹⁾ 100 D \$ 143.65 14,045.302 D

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)	8. Amount or Number of Shares
Phantom Stock Unit	\$ 0 ⁽²⁾	10/22/2015		I ⁽¹⁾⁽³⁾	11,969	⁽⁴⁾ ⁽⁴⁾	Common Stock	11,969 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Di Leo Allen Bruno V IBM CORPORATION ONE NORTH CASTLE DRIVE ARMONK, NY 10504			Senior Vice President	

Signatures

M. Clemens on behalf of B. V. Di Leo Allen 10/23/2015

**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)

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The transactions reported above consist of a disposition of 18,500 shares of Common Stock and an intra-plan transfer under the IBM Excess 401(k) Plus Plan of 11,969 phantom stock units into the IBM Stock Fund.

- (2) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (3) Intra-plan transfer under the IBM Excess 401(k) Plus Plan.
- (4) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer these phantom stock units into an alternative investment account under such plan.

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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