

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 January 28, 2016

**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 \*  
 Rometty Virginia M

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)  
 IBM CORPORATION, ONE NEW ORCHARD ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/26/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 Chairman, Pres. and CEO

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Emp. Stock Option (right to buy)	\$ 129.08 <sup>(1)</sup>	01/26/2016	A		375,000		01/26/2019 <sup>(2)</sup>	01/25/2026 <sup>(2)</sup>	Common Stock	37
Emp. Stock Option (right to buy)	\$ 135.22 <sup>(3)</sup>	01/26/2016	A		375,000		01/26/2019 <sup>(2)</sup>	01/25/2026 <sup>(2)</sup>	Common Stock	37
Emp. Stock Option (right to buy)	\$ 141.37 <sup>(4)</sup>	01/26/2016	A		375,000		01/26/2019 <sup>(2)</sup>	01/25/2026 <sup>(2)</sup>	Common Stock	37
Emp. Stock Option (right to buy)	\$ 153.66 <sup>(5)</sup>	01/26/2016	A		375,000		01/26/2019 <sup>(2)</sup>	01/25/2026 <sup>(2)</sup>	Common Stock	37

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rometty Virginia M IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Chairman, Pres. and CEO	

**Signatures**

M. Clemens on behalf of V. M. Rometty  
 01/28/2016  
 \*\*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 exercise price of these premium-priced options is equal to 105% of the average high and low prices of IBM common stock on the date of grant.

- (2) These derivative securities vest in one installment on the date exercisable shown. All expire on the expiration date shown above.
- (3) The exercise price of these premium-priced options is equal to 110% of the average high and low prices of IBM common stock on the date of grant.
- (4) The exercise price of these premium-priced options is equal to 115% of the average high and low prices of IBM common stock on the date of grant.
- (5) The exercise price of these premium-priced options is equal to 125% of the average high and low prices of IBM common stock on the date of grant.

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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