

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 01, 2008

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 *
DONOFRIO NICHOLAS 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

IBM CORPORATION, NEW ORCHARD ROAD

(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) (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	04/30/2008		M		1,124	A	\$ 88.955
Common Stock	04/30/2008		M		58,876	A	\$ 88.955
Common Stock	04/30/2008		M		49,032	A	\$ 103.25
Common Stock	04/30/2008		M		49,045	A	\$ 104.71
Common Stock	04/30/2008		S		32,820	D	\$ 122.7

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Common Stock	04/30/2008	S	500	D	\$ 122.71	296,827.5773	D
Common Stock	04/30/2008	S	900	D	\$ 122.72	295,927.5773	D
Common Stock	04/30/2008	S	5,050	D	\$ 122.73	290,877.5773	D
Common Stock	04/30/2008	S	300	D	\$ 122.735	290,577.5773	D
Common Stock	04/30/2008	S	2,583	D	\$ 122.74	287,994.5773	D
Common Stock	04/30/2008	S	1,100	D	\$ 122.745	286,894.5773	D
Common Stock	04/30/2008	S	30,140	D	\$ 122.75	256,754.5773	D
Common Stock	04/30/2008	S	2,125	D	\$ 122.755	254,629.5773	D
Common Stock	04/30/2008	S	1,553	D	\$ 122.7575	253,076.5773	D
Common Stock	04/30/2008	S	27,032	D	\$ 122.76	226,044.5773	D
Common Stock	04/30/2008	S	350	D	\$ 122.7612	225,694.5773	D
Common Stock	04/30/2008	S	1,800	D	\$ 122.765	223,894.5773	D
Common Stock	04/30/2008	S	21,900	D	\$ 122.77	201,994.5773	D
Common Stock	04/30/2008	S	3,800	D	\$ 122.78	198,194.5773	D
Common Stock	04/30/2008	S	2,200	D	\$ 122.79	195,994.5773	D
Common Stock	04/30/2008	S	600	D	\$ 122.8	195,394.5773	D
Common Stock	04/30/2008	S	1,200	D	\$ 122.81	194,194.5773	D
Common Stock	04/30/2008	S	1,600	D	\$ 122.815	192,594.5773	D
Common Stock	04/30/2008	S	100	D	\$ 122.8175	192,494.5773	D
Common Stock	04/30/2008	S	3,600	D	\$ 122.82	188,894.5773	D

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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)	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 88.955	04/30/2008		M	58,876	02/23/2003 ⁽¹⁾ 02/22/2009	Common Stock	58,876
Emp. Stock Option (right to buy)	\$ 103.25	04/30/2008		M	49,032	02/29/2004 ⁽¹⁾ 02/28/2010	Common Stock	49,032
Emp. Stock Option (right to buy)	\$ 104.71	04/30/2008		M	49,045	02/27/2005 ⁽¹⁾ 02/26/2011	Common Stock	49,045
Emp. Stock Option (right to buy)	\$ 88.955	04/30/2008		M	1,124	02/23/2003 ⁽¹⁾ 02/22/2009	Common Stock	1,124

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DONOFRIO NICHOLAS M
IBM CORPORATION

Executive Vice President

NEW ORCHARD ROAD
ARMONK, NY 10504

Signatures

D. Cummins for N. M. Donofrio by
power-of-attorney

05/01/2008

__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 grant vested in four equal annual installments; the last installment vested on the date shown above.

Remarks:

Additional sales 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.
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