

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 09, 2007

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

OMB APPROVAL

OMB  
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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 \*  
**ZEITLER WILLIAM M**

(Last) (First) (Middle)

**IBM CORPORATION, 294 ROUTE  
100**

(Street)

**SOMERS, NY 10589**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**INTERNATIONAL BUSINESS  
MACHINES CORP [IBM]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/08/2007**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**Senior Vice President**6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/08/2007                              |                                                             | M                                       | 3,625 A                                                                 | \$ 0 56,768.442                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 05/08/2007                              |                                                             | F                                       | 1,559 D                                                                 | \$ 102.8 55,209.442                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 600                                                                                                                | I <sup>(1)</sup>                                                     | daughter                                                          |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**SEC 1474  
(9-02)

| 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. D         |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Rst. Stock Unit                            | \$ 0 <u>(2)</u>                                        | 05/08/2007                           |                                                    | A <u>(2)</u>                   |                                                                                         | 9,474                                                    |     | <u>(2)</u>                                                    | <u>(2)</u>      | Common Stock | 9,474                      |
| Rst. Stock Unit                            | \$ 0 <u>(3)</u>                                        | 05/08/2007                           |                                                    | M <u>(4)</u>                   |                                                                                         | 3,625                                                    |     | <u>(3)</u>                                                    | <u>(3)</u>      | Common Stock | 3,625                      |
| Phantom Stock Unit                         | \$ 0 <u>(5)</u>                                        | 05/08/2007                           |                                                    | A <u>(6)</u>                   |                                                                                         | 25                                                       |     | <u>(7)</u>                                                    | <u>(7)</u>      | Common Stock | 25                         |

| Reporting Owner Name / Address                                            | Relationships |           |                       |       |
|---------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                           | Director      | 10% Owner | Officer               | Other |
| ZEITLER WILLIAM M<br>IBM CORPORATION<br>294 ROUTE 100<br>SOMERS, NY 10589 |               |           | Senior Vice President |       |

D. Cummins for W. M. Zeitler by  
power-of-attorney

05/09/2007

\*\*Signature of Reporting Person Date

\* 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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 3,158 of these units on 05/08/2008, for 3,158 of these units on 05/08/2009, and for the remaining 3,158 of these units on 05/08/2010.

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- (3) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (4) Release of restricted stock units.
- (5) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (6) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
- (7) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company.

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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