

INTERNATIONAL BUSINESS MACHINES CORP
 Form 3
 January 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â SUTULA STANLEY J III (Last) (First) (Middle) IBM CORPORATION,Â ONE NEW ORCHARD ROAD (Street) ARMONK,Â NYÂ 10504 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2015 | 3. Issuer Name and Ticker or Trading Symbol INTERNATIONAL BUSINESS MACHINES CORP [IBM] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 361.413 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Rst. Stock Unit | Â (1) | Â (1) | Common Stock | 227 | \$ 0 | D | Â |
| Rst. Stock Unit | Â (2) | Â (2) | Common Stock | 439 | \$ 0 | D | Â |
| Rst. Stock Unit | Â (3) | Â (3) | Common Stock | 2,476 | \$ 0 | D | Â |
| Rst. Stock Unit | Â (4) | Â (4) | Common Stock | 665 | \$ 0 | D | Â |
| Rst. Stock Unit | Â (5) | Â (5) | Common Stock | 2,646 | \$ 0 | D | Â |
| Rst. Stock Unit | Â (6) | Â (6) | Common Stock | 1,528 | \$ 0 | D | Â |
| Phantom Stock Unit | Â (7) | Â (7) | Common Stock | 611 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUTULA STANLEY J III IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504 | Â | Â | Â Vice President and Controller | Â |

Signatures

D. Cummins on behalf of S. J. Sutula III

01/09/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These units are payable in cash or the company's common stock upon lapse of the restrictions on June 8, 2015.

(2) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 218 of these units on June 8, 2015 and the restrictions lapse for the remaining 221 of these units on June 8, 2016.

(3) These units are payable in cash or the company's common stock upon lapse of the restrictions on December 18, 2017.

(4) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 221 of these units on June 7, 2015, for 221 of these units on June 7, 2016 and the restrictions lapse for the remaining 223 of these units on June 7, 2017.

(5) These units are payable in cash or the company's common stock upon lapse of the restrictions on December 17, 2018.

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(6) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 382 of these units on June 9, 2015, for 382 of these units on June 9, 2016, for 382 of these units on June 9, 2017 and the restrictions lapse for the remaining 382 of these units on June 9, 2018.

(7) Phantom stock units acquired under the IBM Excess 401(k) Plus Plan convert to the cash value of the company's common stock on a one-for-one basis, and distribution is deferred until separation from the company. The reporting person may transfer some of 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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