WADDELL FREDERICK H

Form 4

January 02, 2018

FORM 4

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

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WADDELL FREDERICK H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

INTERNATIONAL BUSINESS MACHINES CORP [IBM]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

12/29/2017

Director 10% Owner Officer (give title Other (specify

C/O SECRETARY'S OFFICE, IBM CORPORATION, NEW ORCHARD ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

(Instr. 4)

ARMONK, NY 10504

(Middle)

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

(State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Numl	ber	6. Date Exercisable and		7. Title and Amount of		8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof			Expiration Date		Underlying Securities		Derivati
Security	or Exercise		any	Code Deriva		ive	(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities						(Instr. 5
	Derivative				Acquire	ed					
	Security				(A) or Disposed of (D)						
					(Instr. 3	, 4,					
					and 5)						
				Code V	(A) ((D)	Date	Expiration	Title	Amount	
							Exercisable	Date		or	
										Number	
										of	
										Shares	
Promised	\$ 0 (1)	12/20/2017		A (2)	227		(3)	(3)	Common	227	¢ 152
Fee Share	\$ U (1)	12/29/2017		$A^{(2)}$	337		(3)	(3)	Stock	337	\$ 153.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WADDELL FREDERICK H C/O SECRETARY'S OFFICE, IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504

Signatures

A. Gomes da Silva on behalf of F. H. Waddell

01/02/2018

**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) Promised Fee Shares under the IBM Board of Directors Deferred Compensation and Equity Award Plan are paid out after retirement in the company's common stock or cash.
- (2) Deferral of fees into Promised Fee Shares under the terms of the IBM Board of Directors Deferred Compensation and Equity Award Plan.
- (3) Distribution of Promised Fee Shares under the IBM Board of Directors Deferred Compensation and Equity Award Plan is deferred until retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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