

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 01, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 (D) Price			
Common Stock	04/30/2008		M	1,124 A \$ 88.955	173,194.5773	D	
Common Stock	04/30/2008		M	58,876 A \$ 88.955	232,070.5773	D	
Common Stock	04/30/2008		M	49,032 A \$ 103.25	281,102.5773	D	
Common Stock	04/30/2008		M	49,045 A \$ 104.71	330,147.5773	D	
Common Stock	04/30/2008		S	32,820 D \$ 122.7	297,327.5773	D	

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