

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 July 25, 2011

**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 \*  
 MILLS STEVEN A

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)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

IBM CORPORATION, ONE NEW ORCHARD ROAD

07/22/2011

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ARMONK, NY 10504

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	05/31/2011		G	V	10 D \$ 0	123,429.8713	D	
Common Stock	05/31/2011		G	V	10 D \$ 0	123,419.8713	D	
Common Stock	05/31/2011		G	V	10 D \$ 0	123,409.8713	D	
Common Stock	05/31/2011		G	V	20 D \$ 0	123,389.8713	D	
Common Stock	05/31/2011		G	V	20 D \$ 0	123,369.8713	D	

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Common Stock	05/31/2011		G	V	120	D	\$ 0	123,249.8713	D
Common Stock	07/22/2011		M		11,804	A	\$ 82.76	135,053.8713	D
Common Stock	07/22/2011		M		26,120	A	\$ 91.04	161,173.8713	D
Common Stock	07/22/2011		M		4,523	A	\$ 92.12	165,696.8713	D
Common Stock	07/22/2011		M		49,647	A	\$ 101.33	215,343.8713	D
Common Stock	07/22/2011		M		12,411	A	\$ 102.8	227,754.8713	D
Common Stock	07/22/2011		S		76,505	D	\$ 185	151,249.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.001	151,149.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.005	151,049.8713	D
Common Stock	07/22/2011		S		14,471	D	\$ 185.01	136,578.8713	D
Common Stock	07/22/2011		S		100	D	\$ 185.015	136,478.8713	D
Common Stock	07/22/2011		S		2,079	D	\$ 185.02	134,399.8713	D
Common Stock	07/22/2011		S		1,750	D	\$ 185.03	132,649.8713	D
Common Stock	07/22/2011		S		1,100	D	\$ 185.04	131,549.8713	D
Common Stock	07/22/2011		S		1,200	D	\$ 185.05	130,349.8713	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 101.33	07/22/2011	M		49,647		03/08/2009 <sup>(1)</sup>	03/07/2015	Common Stock	49,647
Emp. Stock Option (right to buy)	\$ 91.04	07/22/2011	M		26,120		05/08/2010 <sup>(1)</sup>	05/07/2016	Common Stock	26,120
Emp. Stock Option (right to buy)	\$ 92.12	07/22/2011	M		4,523		03/08/2008 <sup>(2)</sup>	03/07/2015	Common Stock	4,523
Emp. Stock Option (right to buy)	\$ 82.76	07/22/2011	M		11,804		05/08/2009 <sup>(2)</sup>	05/07/2016	Common Stock	11,804
Emp. Stock Option (right to buy)	\$ 102.8	07/22/2011	M		12,411		05/08/2010 <sup>(2)</sup>	05/07/2017	Common Stock	12,411

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS STEVEN A IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

## Signatures

D. Cummins on behalf of S. A. Mills                                  07/25/2011

                                \*\*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.
- (2) This grant vested in one installment on the date shown above.

### Remarks:

Additional transactions 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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