

Caforio Giovanni
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
Caforio Giovanni

2. Issuer Name and Ticker or Trading Symbol
BRISTOL MYERS SQUIBB CO
[BMY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

BRISTOL-MYERS SQUIBB
COMPANY, 345 PARK AVENUE

(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

NEW YORK, NY 10154

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$0.10 par value | 03/10/2018 | | M | | 5,702 ⁽¹⁾ | A | \$ 0 181,330.333 D |
| Common Stock, \$0.10 par value | 03/10/2018 | | J | | 1,295 ⁽²⁾ | A | \$ 0 182,625.333 D |
| Common Stock, \$0.10 par | 03/10/2018 | | F | | 3,441 ⁽³⁾ | D | \$ 179,184.333 D 67.92 |

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| | | | | | | | |
|--------------------------------|------------|---|----------------------|---|----------|-------------|---|
| value | | | | | | | |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>7,051</u> (4) | A | \$ 0 | 186,235.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | 411 ⁽²⁾ | A | \$ 0 | 186,646.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>3,669</u> (3) | D | \$ 67.92 | 182,977.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>18,183</u> (5) | A | \$ 0 | 201,160.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | 775 ⁽²⁾ | A | \$ 0 | 201,935.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>9,322</u> (3) | D | \$ 67.92 | 192,613.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>21,442</u> (6) | A | \$ 0 | 214,055.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | <u>3,842</u> (2) | A | \$ 0 | 217,897.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>12,432</u> (3) | D | \$ 67.92 | 205,465.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>77,951</u> (7) | A | \$ 0 | 283,416.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>38,328</u> (3) | D | \$ 67.92 | 245,088.333 | D |

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| | | | | | | | |
|--------------------------------|------------|---|---------------|---|----------|-------------|---|
| Common Stock, \$0.10 par value | 03/10/2018 | M | 88,882 (7) | A | \$ 0 | 333,970.333 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | 43,703 (3) | D | \$ 67.92 | 290,267.333 | D |

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

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Market Share Units | (8) | 03/10/2018 | | M | | 5,702 | | (1) | 03/10/2018(1) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | | 7,051 | | (4) | 03/10/2019(4) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | | 18,183 | | (5) | 03/10/2020(5) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | | 21,442 | | (6) | 03/10/2021(6) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | A | | 74,895 | | (9) | 03/10/2022(9) | Common Stock, \$0.10 par value |
| | (10) | 03/10/2018 | | M | | | | (10) | 03/10/2018(10) | |

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(11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.

Remarks:

EXHIBIT LIST: EX-24 Exhibit 24 - Giovanni Caforio Power of Attorney

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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