BRISTOL MYERS SQUIBB CO

Form 4

March 12, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

30(h) of the Investment Company Act of 1940

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Moed Samuel J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRISTOL MYERS SQUIBB CO

[BMY]

Director 10% Owner

(Month/Day/Year)

03/10/2015

3. Date of Earliest Transaction

Other (specify _X__ Officer (give title SVP, Strat Plan & Analysis

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE

(Street)

(First)

(Middle)

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 Form filed by More than One Reporting

below)

NEW YORK, NY 10154

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	ed of	(D)	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)
Common Stock, \$0.10 par value	03/10/2015		M	1,173 (1)	A	\$ 0	41,722.843	D	
Common Stock, \$0.10 par value	03/10/2015		J	744 (2)	A	\$ 0	42,466.843	D	
Common Stock, \$0.10 par	03/10/2015		F	994 (3)	D	\$ 65.53	41,472.843	D	

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value								
Common Stock, \$0.10 par value	03/10/2015	M	895 (4)	A	\$0	42,367.843	D	
Common Stock, \$0.10 par value	03/10/2015	J	94 (2)	A	\$ 0	42,461.843	D	
Common Stock, \$0.10 par value	03/10/2015	F	513 (3)	D	\$ 65.53	41,948.843	D	
Common Stock, \$0.10 par value	03/10/2015	S	10,343	D	\$ 65.836 (5)	31,605.843	D	
Common Stock, \$0.10 par value						300	I	By Son #1
Common Stock, \$0.10 par value						300	I	By Son #2

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Numb	er of	6. Date Exer	cisable and	7. Title and	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securitie		
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired (A) or						
	Derivative			Disposed of (D)						
	Security			(Instr. 3, 4, and						
					5)					
										Amour
							Date Exercisable	Expiration Date	Title	or Numbe
				Code V	(A)	(D)				Shares
	<u>(7)</u>	03/10/2015		M		1,173	<u>(1)</u>	03/10/2017(1)		1,173

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Market Share Units								Common Stock, \$0.10 par value	
Market Share Units	<u>(7)</u>	03/10/2015	M		895	<u>(4)</u>	03/10/2018(4)	Common Stock, \$0.10 par value	895
Market Share Units	<u>(7)</u>	03/10/2015	A	3,383		(8)	03/10/2019(8)	Common Stock, \$0.10 par value	3,383

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Moed Samuel J BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154

SVP, Strat Plan & Analysis

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Samuel J.
Moed
03/12/2015

**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) Represents vesting of one-quarter of market share units granted on March 10, 2013.
- (2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (3) Shares withheld for payment of taxes upon vesting of awards.
- (4) Represents vesting of one-quarter of market share units granted on March 10, 2014.
- The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$65.77 (5) to \$65.86, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- (6) Shares held in custodial accounts for the benefit of Son #1 under the Uniform Transfer to Minors Act.
- Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.
- (8) Twenty-five percent of the market share unit award will vest on each of the first, second, third and fourth anniversaries of the grant date. 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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