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INTERNATIONAL BUSINESS MACHINES CORP

Form 4

December 28, 2007

-ORN	14								PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-028	
if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1940						burden hou response	ırs per		
Print or Type I	Responses)									
. Name and Address of Reporting Person * Shaughnessy Timothy S			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL BUSINESS MACHINES CORP [IBM]			SINESS	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) BM CORPORATION, NEW DRCHARD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/27/2007				Director 10% Owner _X_ Officer (give title Other (specify below) VP, Controller			
ARMONK,	(Street) NY 10504			endment, Donth/Day/Yea	_	ıl	6. Individual or . Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
Title of Security Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
teminder: Rep	oort on a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly o	or indirectly.			
					inforn requir	nation cont ed to respo lys a currer	spond to the colle ained in this form and unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible s	Beneficially Owned	I		

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date

1. Title of 2.

Underlying Securities Derivative

6. Date Exercisable and 7. Title and Amount of 8. Price of

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquirece (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve ss l	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (1)	12/27/2007		A(2)	7	(3)	(3)	Common Stock	7	\$ 0
Phantom Stock Unit	\$ 0 <u>(1)</u>	12/27/2007		A(2)	3	(3)	(3)	Common Stock	3	\$ 0

Reporting Owners

Reporting Owner Name / Address	Keiationsinps				
	Director	10% Owner	Officer	Other	
Shaughnessy Timothy S IBM CORPORATION, NEW ORCHARD ROAD ARMONK, NY 10504			VP, Controller		

Signatures

D. Cummins for T. S. Shaughnessy by power-of-attorney 12/28/2007

**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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
- (3) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company.
- (4) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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