

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 27, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**KELLY JOHN E III**

(Last) (First) (Middle)

**IBM CORPORATION, P.O. BOX  
218**

(Street)

**YORKTOWN HEIGHTS, NY 10598**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol**INTERNATIONAL BUSINESS  
MACHINES CORP [IBM]**3. Date of Earliest Transaction  
(Month/Day/Year)**05/23/2008**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)**Senior Vice President**6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 05/23/2008                           |                                                    | S                              |                                                                   | 300    | D          | \$ 124.21                                                                                     | 51,779.3445                                              | D                                                     |
| Common Stock                    | 05/23/2008                           |                                                    | S                              |                                                                   | 300    | D          | \$ 124.22                                                                                     | 51,479.3445                                              | D                                                     |
| Common Stock                    | 05/23/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 124.23                                                                                     | 51,379.3445                                              | D                                                     |
| Common Stock                    | 05/23/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 124.24                                                                                     | 51,279.3445                                              | D                                                     |
| Common Stock                    | 05/23/2008                           |                                                    | S                              |                                                                   | 255    | D          | \$ 124.25                                                                                     | 51,024.3445                                              | D                                                     |

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|                 |            |   |       |   |                |             |   |
|-----------------|------------|---|-------|---|----------------|-------------|---|
| Common<br>Stock | 05/23/2008 | S | 200   | D | \$<br>124.2601 | 50,824.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 1,200 | D | \$ 124.3       | 49,624.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 100   | D | \$<br>124.3001 | 49,524.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 402   | D | \$ 124.31      | 49,122.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 623   | D | \$ 124.32      | 48,499.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 1     | D | \$ 124.33      | 48,498.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 600   | D | \$ 124.34      | 47,898.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 100   | D | \$<br>124.3409 | 47,798.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 100   | D | \$ 124.341     | 47,698.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 500   | D | \$ 124.345     | 47,198.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 100   | D | \$<br>124.3475 | 47,098.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 939   | D | \$ 124.35      | 46,159.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 1,300 | D | \$ 124.36      | 44,859.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 900   | D | \$ 124.365     | 43,959.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 1,261 | D | \$ 124.37      | 42,698.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 500   | D | \$ 124.38      | 42,198.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 135   | D | \$<br>124.3892 | 42,063.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 1,339 | D | \$ 124.39      | 40,724.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 300   | D | \$ 124.4       | 40,424.3445 | D |
| Common<br>Stock | 05/23/2008 | S | 50    | D | \$ 124.43      | 40,374.3445 | 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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| KELLY JOHN E III<br>IBM CORPORATION<br>P.O. BOX 218<br>YORKTOWN HEIGHTS, NY 10598 | Senior Vice President            |

Signatures

|                                                     |            |
|-----------------------------------------------------|------------|
| D. Cummins for J. E. Kelly III by power-of-attorney | 05/27/2008 |
| **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).

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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