

BRISTOL MYERS SQUIBB CO
Form 4
March 03, 2005

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 *
ZABOR DAVID L

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)
345 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Fin Ops & Controller

NEW YORK, NY 10154

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

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.10 par value	03/01/2005		M	7,343 A \$ 14.74	51,040	D	
Common Stock, \$0.10 par value	03/01/2005		F	4,253 (1) D \$ 0	46,787	D	
Common Stock, \$0.10 par value	03/01/2005		F	1,127 (2) D \$ 0	45,660	D	

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Common Stock, \$0.10 par value	03/01/2005	A	<u>7,750</u> (3)	A	\$ 0	53,410	D		
Common Stock, \$0.10 par value						7,485.65	<u>(4)</u>	I	By BMY Savings & Investment Program
Common Stock, \$0.10 par value						463		I	By Custodian For Child

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.

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 14.74	03/01/2005		M	7,343	03/07/1999 03/06/2005	Common Stock, \$0.10 par value 7,343
Option (right to buy)	\$ 25.45	03/01/2005		A	46,500	<u>(5)</u> 02/28/2015	Common Stock, \$0.10 par value 46,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZABOR DAVID L 345 PARK AVENUE	VP, Fin Ops & Controller

NEW YORK, NY 10154

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact

03/03/2005

__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) Shares withheld for payment of exercise price.
 - (2) Shares withheld for payment of taxes upon exercise of stock option.
 - (3) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.
 - (4) Based on a plan statement as of the end of the most recent fiscal quarter.
 - (5) Exercisable as to 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant.

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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