

Bancroft Charles A
 Form 4
 March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Bancroft Charles A

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)

BRISTOL-MYERS SQUIBB
 COMPANY, 345 PARK AVENUE

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Financial Officer

(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		6,829 ⁽¹⁾	A	\$ 0 288,374.283 D
Common Stock, \$0.10 par value	03/10/2018		J		1,551 ⁽²⁾	A	\$ 0 289,925.283 D
Common Stock, \$0.10 par	03/10/2018		F		3,555 ⁽³⁾	D	\$ 286,370.283 D 67.92

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value							
Common Stock, \$0.10 par value	03/10/2018	M	<u>5,889</u> (4)	A	\$ 0	292,259.283	D
Common Stock, \$0.10 par value	03/10/2018	J	343 <u>(2)</u>	A	\$ 0	292,602.283	D
Common Stock, \$0.10 par value	03/10/2018	F	<u>2,644</u> (3)	D	\$ 67.92	289,958.283	D
Common Stock, \$0.10 par value	03/10/2018	M	<u>6,171</u> (5)	A	\$ 0	296,129.283	D
Common Stock, \$0.10 par value	03/10/2018	J	263 <u>(2)</u>	A	\$ 0	296,392.283	D
Common Stock, \$0.10 par value	03/10/2018	F	<u>2,730</u> (3)	D	\$ 67.92	293,662.283	D
Common Stock, \$0.10 par value	03/10/2018	M	<u>7,324</u> (6)	A	\$ 0	300,986.283	D
Common Stock, \$0.10 par value	03/10/2018	J	<u>1,312</u> (2)	A	\$ 0	302,298.283	D
Common Stock, \$0.10 par value	03/10/2018	F	<u>3,664</u> (3)	D	\$ 67.92	298,634.283	D
Common Stock, \$0.10 par value	03/10/2018	M	<u>65,105</u> (7)	A	\$ 0	363,739.283	D
Common Stock, \$0.10 par value	03/10/2018	F	<u>27,618</u> (3)	D	\$ 67.92	336,121.283	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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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Market Share Units	(8)	03/10/2018		M	6,829	(1) 03/10/2018(1)	Common Stock, \$0.10 par value
Market Share Units	(8)	03/10/2018		M	5,889	(4) 03/10/2019(4)	Common Stock, \$0.10 par value
Market Share Units	(8)	03/10/2018		M	6,171	(5) 03/10/2020(5)	Common Stock, \$0.10 par value
Market Share Units	(8)	03/10/2018		M	7,324	(6) 03/10/2021(6)	Common Stock, \$0.10 par value
Market Share Units	(8)	03/10/2018		A	24,829	(9) 03/10/2022(9)	Common Stock, \$0.10 par value
Performance Shares	(10)	03/10/2018		M	65,105 (7)	(10) 03/10/2018(10)	Common Stock, \$0.10 par value
Performance Shares	(11)	03/10/2018		A	37,244	(11) 03/10/2021(11)	Common Stock, \$0.10 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bancroft Charles A BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154			EVP & Chief Financial Officer	

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Charles A.
Bancroft

03/13/2018

__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, 2014.
- (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, 2015.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2016.
- (6) Represents vesting of one-quarter of market share units granted on March 10, 2017.
- (7) Amount represents distribution of performance shares earned under the 2015-2017 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.
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.
- (9) Each performance share converts into one share of common stock upon distribution in the first quarter of 2018, subject to a Total Shareholder Return modifier.
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.

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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