

Dubow Adam
Form 3
June 22, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Dubow Adam</p> <p>(Last) (First) (Middle)</p> <p>BRISTOL-MYERS SQUIBB COMPANY,Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/14/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BRISTOL MYERS SQUIBB CO [BMY]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Compliance & Ethics Offi</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.10 par value | 14,698.152 | D | Â |
| Common Stock, \$0.10 par value | 886.9731 | I | By BMY Savings and Investment Program <u>(1)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Market Share Units | Â (2) | 03/10/2019 | Common Stock, \$0.10 par value | 304 | \$ (3) | D | Â |
| Market Share Units | Â (4) | 03/10/2020 | Common Stock, \$0.10 par value | 741 | \$ (3) | D | Â |
| Market Share Units | Â (5) | 03/10/2021 | Common Stock, \$0.10 par value | 1,354 | \$ (3) | D | Â |
| Market Share Units | Â (6) | 03/10/2022 | Common Stock, \$0.10 par value | 1,663 | \$ (3) | D | Â |
| Performance Shares | Â (7) | 03/10/2019 | Common Stock, \$0.10 par value | 2,218 | \$ (7) | D | Â |
| Performance Shares | Â (8) | 03/10/2020 | Common Stock, \$0.10 par value | 2,707 | \$ (8) | D | Â |
| Performance Shares | Â (9) | 03/10/2021 | Common Stock, \$0.10 par value | 2,495 | \$ (9) | D | Â |
| Restricted Stock Units | Â (10) | 09/03/2018 | Common Stock, \$0.10 par value | 797 | \$ (11) | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|----------------------------------|-------|
| Director | 10% Owner | Officer | Other |
| Â | Â | Â Chief Compliance & Ethics Offi | Â |

Dubow Adam
BRISTOL-MYERS SQUIBB COMPANY
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Adam
Dubow

06/22/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Based on plan statement as of most recent fiscal quarter.
- (2) These market share units will vest on March 10, 2019.
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%.
- (3) 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%.
- (4) One-half of these market share units will vest on each of March 10, 2019 and March 10, 2020.
- (5) One-third of these market share units will vest on each of March 10, 2019, March 10, 2020, and March 10, 2021.
- (6) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date, starting on March 10, 2019.
- (7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2019, subject to a Total Shareholder Return modifier.
- (8) Each performance share converts into one share of common stock upon distribution in the first quarter of 2020.
- (9) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.
- (10) These restricted stock units will vest on September 3, 2018.
- (11) Each restricted stock unit converts into one share of common stock upon vesting.

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Remarks:

EXHIBIT LIST: EX-24 Adam Dubow Power of Attorney

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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