

INTERNATIONAL BUSINESS MACHINES CORP  
Form 11-K  
June 28, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-2360

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

**IBM Personal Learning Accounts Plan**

**Director of Compensation and Benefits**

**IBM**

**North Castle Drive, M/D 147**

**Armonk, New York 10504**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

**New Orchard Road**

**Armonk, New York 10504**

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

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\* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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**SIGNATURE**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

**IBM Personal Learning Accounts  
Plan**

Date: June 28, 2010

By: /s/ James J. Kavanaugh  
James J. Kavanaugh  
Vice President and Controller

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of

IBM Personal Learning Accounts Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of IBM Personal Learning Accounts Plan (the Plan ) at December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan s management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

New York, NY

June 28, 2010

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Statements of Net Assets Available for Benefits**

**December 31, 2009 and 2008 (dollars in thousands)**

	2009		2008
<b>Assets</b>			
Investments, at fair value			
Goldman Sachs Financial Square Government Fund	\$ 1,056	\$	239
Net assets available for benefits	\$ 1,056	\$	239

The accompanying notes are an integral part of these financial statements.

Table of Contents**International Business Machines Corporation****Personal Learning Accounts Plan****Statement of Changes in Net Assets Available for Benefits****December 31, 2009 (dollars in thousands)**

	<b>2009</b>
<b>Additions in net assets attributable to:</b>	
Interest income from investments	\$ 1
<b>Contributions</b>	
Employee	1,107
Employer (Note 1)	120
Total Contributions	1,227
Total additions	1,228
<b>Deductions from net assets attributable to:</b>	
Benefits paid to participants	360
Participant withdrawals	50
Plan expenses (Note 2)	1
Total deductions	411
Net increase in net assets available for benefits	817
<b>Net assets available for benefits</b>	
Beginning of year	239
End of year	\$ 1,056

The accompanying notes are an integral part of these financial statements.

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Notes to Financial Statements**

**December 31, 2009**

**1. Description of the Plan**

The following description of the IBM Personal Learning Accounts Plan (PLAP) provides only general information. Participants should refer to the Plan prospectus for a complete description of the Plan's provisions.

**General**

The Plan was established effective July 1, 2008 and Plan assets are held in trust for the benefit of its participants. The Plan provides U.S. IBM employees, with a length of service greater than 5 years, an opportunity to establish and fund a specialized account to pay for eligible education expenses. At December 31, 2009 and 2008, the number of participants with an account balance in the Plan was 1,589 and 593, respectively.

The Plan is a welfare benefit plan subject to the Employee Retirement Income Security Act of 1974 ( ERISA ). The Plan will be administered in accordance with fiduciary, claim and appeal, and certain other applicable provisions of ERISA.

**Administration**

The Plan is administered by a Committee, which appointed certain officials of IBM to assist in administering the Plan (the Plan Administrator ). Budco, The Dialog Company (herein called Budco ) provides record keeping services including tracking of the IBM matching contribution liability, creation and maintenance of a participant Web site and customer service support. Budco also provides direction to Comerica, the Plan trustee.

**Contributions**

The Plan allows participants to contribute (on an after-tax basis) up to \$1,000 annually (\$500 for 2008). IBM will match 50% of a participant's contribution, up to \$500 annually (\$250 for 2008) at the time eligible educational expenses are reimbursed (the IBM Match ). Participants may use amounts accumulated in their Plan accounts to pay for eligible education expenses.

Employee contributions into the Plan are deposited in a trust and invested in a Goldman Sachs fund (presently the Goldman Sachs Financial Square Government Fund).



### **Participant Accounts**

The Plan record keeper maintains an account in the name of each participant of each participant's contributions amount with earnings (the Participant Contributions Account), available IBM match with earnings, and the total amount available for eligible expenses. The IBM Match Account is a notional recordkeeping account and no special fund has been established for purposes of paying benefits attributable to the IBM Match.

### **Vesting**

Participants are 100% vested in their contributions and earnings thereon. Since payroll deductions will occur on an after-tax basis, participants must be allowed to withdraw the value of their own contributions (including the earnings thereon) at any time; however, to do so, the participant must agree to forfeit the corresponding IBM Match and associated earnings, specifically, 50% of the withdrawal amount.

### **Reimbursement**

Participants who have submitted appropriate documentation for an eligible educational expense will be reimbursed up to the full value of their contributions (and earnings), plus a portion of the value of the IBM Match (with earnings). Reimbursements will be made two-thirds (2/3) from the Participant Contributions Account and one-third (1/3) from the IBM Match Account. The value of the IBM Match Account will always be 50% of the value of the Participant Contributions Account.

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Notes to Financial Statements**

**December 31, 2009**

**Payment of Benefits**

Distributions are recorded when paid. Benefit claims that have been processed and approved for payment prior to December 31, but have not yet been distributed as of that date, are shown as a liability on Form 5500, filed with the Department of Labor (See Note 5).

**Plan Termination**

The Plan may be amended or terminated at any time by duly adopted resolution. Upon termination of the Plan, remaining balances in the Participant Contributions Accounts shall be distributed to participants and remaining balances in the IBM Match Accounts shall be forfeited and returned to IBM.

**Risk and Uncertainties**

The Plan invests in a short term investment money market fund which is exposed to various risks, such as interest and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

**2. Summary of Significant Accounting Policies**

**Basis of Accounting**

The financial statements of the Plan are maintained on the accrual basis of accounting, except distributions, which are recorded when paid.

**Fair Value Measurement**

The Plan's investments are stated at fair value, which is the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date (an exit price). Under fair value measurement guidance, the Plan is required to classify certain assets and liabilities based on the fair value hierarchy. The framework establishes a three-level fair value hierarchy based on the nature of the information used to measure fair value. These levels are accounting terms that refer to different methods of valuing assets and do not represent relative risk or credit quality of an investment. The levels of assets are as follows:

- Level 1 Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; and
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Assets are classified within the fair value hierarchy according to the lowest level input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

The short term investment money market fund is valued at the net asset values per share using available inputs to measure fair value as of the valuation date.

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**Notes to Financial Statements**

**December 31, 2009**

**Security Transactions and Related Investment Income and Expenses**

Security transactions are recorded on a trade date basis and interest income is recorded on the accrual basis.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosures at the date of the financial statements. Actual results could differ from these estimates.

**Administrative Expenses and Investment Management Fees**

IBM pays the costs of administering the Plan. However, the Plan Administrator has the right to impose reasonable administrative fees on participants to defray the administrative cost of the Plan, which shall in no event exceed the actual administrative costs of the plan.

**Standard to be Implemented**

In January 2010, the Financial Accounting Standards Board (FASB) issued additional disclosure requirements for fair value measurements. According to the guidance, the fair value hierarchy disclosures are to be disaggregated by class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the statements of net assets available for benefits. In addition, significant transfers between Levels 1 and 2 of the fair value hierarchy will be required to be disclosed. These additional requirements are effective for fiscal 2010 reporting. These amendments will not have an impact on the Plan's Financial Statements because they are disclosure-only in nature. In addition, the guidance requires more detailed disclosures of the changes in Level 3 assets. These changes will be effective for fiscal 2011 reporting and are not expected to have a material impact on the Plan's Financial Statements.

**Standards Implemented**

In September 2009, the FASB issued amended guidance concerning fair value measurements of investments in certain entities that calculate net asset value per share (or its equivalent). If fair value is not readily determinable, the amended guidance permits, as a practical expedient, a reporting entity to measure the fair value of an investment using the net asset value per share (or its equivalent) provided by the investee without further adjustment. In accordance with the guidance, the Plan adopted these amendments for the year ended December 31, 2009. There was no material impact on the Plan's Financial Statements.

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On July 1, 2009, the FASB issued the FASB Accounting Standards Codification (the Codification ). The Codification became the single source of authoritative nongovernmental U.S. GAAP, superseding existing FASB, American Institute of Certified Public Accountants (AICPA), Emerging Issues Task Force (EITF) and related literature. The Codification eliminates the previous U.S. GAAP hierarchy and establishes one level of authoritative GAAP. All other literature is considered non-authoritative. There was no impact to the Plan's financial results as this change is disclosure only in nature.

In April 2009, the FASB issued guidance on determining fair value when the volume and level of activity for an asset or liability have significantly decreased when compared with normal market activity. According to this guidance, a significant decrease in the volume and level of activity for an asset or liability is an indication that transactions or quoted prices may not be determinative of fair value and a significant adjustment may be necessary to estimate fair value. This guidance also requires fair value hierarchy disclosures to be further disaggregated based on major security types as described in guidance related to accounting for certain investments in debt and equity securities. The Plan adopted this guidance for the year ended December 31, 2009. There was no material impact to the Plan's financial statements.

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**Notes to Financial Statements**

**December 31, 2009**

**3. Federal Income Tax Status**

The IBM Personal Learning Accounts Plan Trust (the Trust) has applied for recognition of exemption from Federal income tax under Internal Revenue Code (IRC) section 501(a). The Plan Administrator and tax counsel believe the Trust is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for federal income tax has been made.

**4. Investments**

**Fair Value Measurements**

The following tables present by level, within the fair value hierarchy, the fair value of investments of the Plan at December 31, 2009 and 2008:

<b>December 31, 2009 (dollars in thousands)</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Goldman Sachs Financial Square Government Fund	\$ 1,056		\$ 1,056	\$
	\$ 1,056	\$	\$ 1,056	\$

<b>December 31, 2008 (dollars in thousands)</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Goldman Sachs Financial Square Government Fund	\$ 239		\$ 239	\$
	\$ 239	\$	\$ 239	\$

**Investments - Five Percent or More of Plan Assets**

The investments that represent 5 percent or more of the Plan's net assets available for benefits at December 31, 2009 and 2008 are as follows (dollars in thousands):

	<b>2009</b>	<b>2008</b>
Goldman Sachs Financial Square Government Fund	\$ 1,056	\$ 239

**5. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2009 and 2008, to the Form 5500 (dollars in thousands):

	2009	2008
Net assets available for benefits per the financial statements	\$ 1,056	\$ 239
Employer contributions receivable	9	1
Benefits payable	41	7
Net assets available for benefits per the Form 5500	\$ 1,024	\$ 233

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Notes to Financial Statements**

**December 31, 2009**

The following is a reconciliation of employer contributions per the financial statements for the year ended December 31, 2009, to the Form 5500 (dollars in thousands):

Employer contributions per the financial statements	\$	120
Less: Employer contributions receivable at December 31, 2008		1
Plus: Employer contributions receivable at December 31, 2009		9
Employer contributions per the Form 5500	\$	128

The following is a reconciliation of benefits paid per the financial statements for the year ended December 31, 2009, to the form 5500 (dollars in thousands):

Benefits paid per the financial statements	\$	411
Less: Benefits payable at December 31, 2008		7
Plus: Benefits payable at December 31, 2009		41
Benefits paid per the Form 5500	\$	445



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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

**December 31, 2009 (dollars in thousands)**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost		(e) Fair value
	Goldman Sachs	Registered investment company	\$	1,056	\$ 1,056
	Financial Square Government Fund		\$	1,056	\$ 1,056

Table of Contents**International Business Machines Corporation****Personal Learning Accounts Plan****Schedule H, Line 4j Schedule of Reportable Transactions**

Year ended December 31, 2009 (dollars in thousands)

Single Transaction in same security

(a) Identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Comerica	Goldman Sachs FS Government Fund	\$ 36				\$ 36	\$ 36	
Comerica	Goldman Sachs FS Government Fund	33				33	33	
Comerica	Goldman Sachs FS Government Fund	16				16	16	
Comerica	Goldman Sachs FS Government Fund	30				30	30	
Comerica	Goldman Sachs FS Government Fund	23				23	23	
Comerica	Goldman Sachs FS Government Fund	24				24	24	
Comerica	Goldman Sachs FS Government Fund		\$ 18			18	18	\$
Comerica	Goldman Sachs FS Government Fund	27				27	27	
Comerica	Goldman Sachs FS Government Fund	29				29	29	
Comerica	Goldman Sachs FS Government Fund	35				35	35	
Comerica	Goldman Sachs FS Government Fund	30				30	30	
Comerica	Goldman Sachs FS Government Fund	35				35	35	
Comerica	Goldman Sachs FS Government Fund		11			11	11	
Comerica	Goldman Sachs FS Government Fund	33				33	33	
Comerica	Goldman Sachs FS Government Fund	31				31	31	
Comerica	Goldman Sachs FS Government Fund	32				32	32	
Comerica	Goldman Sachs FS Government Fund		13			13	13	
Comerica	Goldman Sachs FS Government Fund	32				32	32	
Comerica	Goldman Sachs FS Government Fund	61				61	61	

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Comerica	Goldman Sachs FS			
	Government Fund	66	66	66
Comerica	Goldman Sachs FS			
	Government Fund	23	23	23
Comerica	Goldman Sachs FS			
	Government Fund	64	64	64
Comerica	Goldman Sachs FS			
	Government Fund	15	15	15
Comerica	Goldman Sachs FS			
	Government Fund	67	67	67
Comerica	Goldman Sachs FS			
	Government Fund	18	18	18

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Single Transaction in same security (cont.)

(a) Identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Assets on Transaction Date	(i) Net Gain (Loss)
Comerica	Goldman Sachs FS Government Fund	\$ 65				\$ 65	\$ 65	
Comerica	Goldman Sachs FS Government Fund		\$ 20			20	20	\$
Comerica	Goldman Sachs FS Government Fund	65				65	65	
Comerica	Goldman Sachs FS Government Fund		23			23	23	
Comerica	Goldman Sachs FS Government Fund	64				64	64	
Comerica	Goldman Sachs FS Government Fund		17			17	17	
Comerica	Goldman Sachs FS Government Fund	66				66	66	
Comerica	Goldman Sachs FS Government Fund	73				73	73	
Comerica	Goldman Sachs FS Government Fund		22			22	22	
Comerica	Goldman Sachs FS Government Fund	87				87	87	

Series of Transactions in same security

Identity of party involved	Description of asset	(a) Number of purchases	(b) Number of Sales	(c) Total Value of Purchases	(d) Total Value of Sales	(e) Net Gain (Loss)
Comerica	Goldman Sachs FS Government Fund	37	24	\$ 1,124	\$ 291	\$