

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

January 29, 2009

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 *
SANFORD LINDA S

2. Issuer Name and Ticker or Trading
Symbol
INTERNATIONAL BUSINESS
MACHINES CORP [IBM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

IBM CORPORATION, 294 ROUTE
100

01/28/2009

Senior Vice President

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SOMERS, NY 10589

(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	01/28/2009		M		1,124	A	\$ 88.955	2,486.8159	D
Common Stock	01/28/2009		M		33,076	A	\$ 88.955	35,562.8159	D
Common Stock	01/28/2009		S		400	D	\$ 92.32	35,162.8159	D
Common Stock	01/28/2009		S		200	D	\$ 92.3402	34,962.8159	D
Common Stock	01/28/2009		S		600	D	\$ 92.35	34,362.8159	D

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Common Stock	01/28/2009	S	200	D	\$ 92.36	34,162.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.37	34,062.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.38	33,962.8159	D	
Common Stock	01/28/2009	S	300	D	\$ 92.39	33,662.8159	D	
Common Stock	01/28/2009	S	1,220	D	\$ 92.4	32,442.8159	D	
Common Stock	01/28/2009	S	1,534	D	\$ 92.41	30,908.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.4152	30,808.8159	D	
Common Stock	01/28/2009	S	200	D	\$ 92.42	30,608.8159	D	
Common Stock	01/28/2009	S	200	D	\$ 92.43	30,408.8159	D	
Common Stock	01/28/2009	S	100	D	\$ 92.44	30,308.8159	D	
Common Stock						2,091.1734	I ⁽¹⁾	son

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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock	\$ 88.955	01/28/2009		M		33,076		02/23/2003 ⁽²⁾	02/22/2009	Common Stock	33,076

Option
(right to
buy)

Emp.
Stock

Option \$ 88.955 01/28/2009

M

1,124

02/23/2003⁽²⁾

02/22/2009

Common
Stock

1,124

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANFORD LINDA S IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589	Senior Vice President

Signatures

D. Cummins for L. S. Sanford by
power-of-attorney

01/29/2009

__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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) This grant vested in four equal annual installments; the last installment vested on the date shown above.

Remarks:

Additional sales will be shown on a subsequent Form 4.

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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