BRISTOL MYERS SQUIBB CO

Form 4

March 09, 2006

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

1(b).

Common Stock,

\$0.10 par value

Common Stock,

\$0.10 par value

03/07/2006

03/07/2006

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BEAR STEPHEN E Issuer Symbol **BRISTOL MYERS SQUIBB CO** (Check all applicable) [(BMY)](Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) 345 PARK AVENUE 03/07/2006 SVP, Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10154 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) Owned Direct (D) (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common Stock. 11,110 03/07/2006 72,804 D Α \$0.10 par (1) value

6,684

2,260

(3)

D

(2)

79,488

77,228

D

D

A

F

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3235-0287

January 31,

2005

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Common Stock,	5.600.04.(4)	.	By BMY Savings &
\$0.10 par value	5,622.24 ⁽⁴⁾	Ι	Investment Program

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 denomination of Derivative Securities (Month/Da Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Executive Option (right to buy)	\$ 22.73	03/07/2006		A	46,420	<u>(5)</u>	03/06/2016	Common Stock, \$0.10 par value	46,420

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting 6 wher runne / runne ss	Director	10% Owner	Officer	Other	
BEAR STEPHEN E 345 PARK AVENUE			SVP, Human Resources		
NEW YORK, NY 10154			5 v1, Human Resources		

Signatures

By: /s/ Sandra Leung, Attorney-in-Fact 03/09/2006

**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 consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.

Reporting Owners 2

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- (2) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.
- (3) Shares withheld for payment of taxes.
- (4) Based on a plan statement as of the end of the most recent fiscal quarter.

Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and (5) remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.