

BRISTOL MYERS SQUIBB CO

Form 4

March 04, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schmukler Louis S

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB
COMPANY, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BRISTOL MYERS SQUIBB CO
[BMY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Pres., Global Mfg. & Supply

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.10 par value	03/02/2015		M		19,994.52 (1)	A \$ 0	34,176.309 D
Common Stock, \$0.10 par value	03/02/2015		F		6,651 (2)	D \$ 62.3	27,525.309 D

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

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(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. Un
				Code	V (A) (D)	Date Exercisable Expiration Date	Tit
Performance Shares	(3)	03/02/2015		A	7,653.773 (4)	(3) 03/31/2015(3)	C
Performance Shares	(5)	03/02/2015		J	528.8065 (6)	(5) 03/31/2015(5)	C
Performance Shares	(3)	03/02/2015		M	19,994.52 (1)	(3) 03/31/2015(3)	C
Performance Shares	(7)	03/02/2015		A	8,294.11 (8)	(7) 03/31/2016(7)	C
Performance Shares	(9)	03/02/2015		J	380.794 (10)	(9) 03/31/2016(9)	C
Performance Shares	(11)	03/02/2015		A	23,133.892 (12)	(11) 03/10/2017(11)	C

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schmukler Louis S	Pres., Global Mfg. & Supply

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

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Louis S.
Schmukler

03/04/2015

__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 distribution of performance shares earned under the 2012-2014 Long-Term Performance Award.
- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
- (4) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
- (5) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (6) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
- (7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
- (8) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.
- (9) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.
- (10) Represents dividend equivalents earned under the 2013-2015 Long-Term Performance Award.
- (11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.
- (12) Represents performance shares earned under the 2014-2016 Long-Term Performance Award.

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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