

IWATA JON C  
Form 4  
May 14, 2010

**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 \*  
IWATA JON C

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  
 Officer (give title below) \_\_\_ Other (specify below)

IBM CORPORATION, ONE NEW ORCHARD ROAD

05/13/2010

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ARMONK, NY 10504

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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)			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 (Instr. 4)
				Code	V	Amount or Price			
Common Stock	05/13/2010		M			29,443 A \$ 97.59	70,990.3399	D	
Common Stock	05/13/2010		M			955 A \$ 104.71	71,945.3399	D	
Common Stock	05/13/2010		M			22,445 A \$ 104.71	94,390.3399	D	
Common Stock	05/13/2010		S			900 D \$ 132.45	93,490.3399	D	
Common Stock	05/13/2010		S			1,300 D \$ 132.46	92,190.3399	D	

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Common Stock	05/13/2010	S	2,100	D	\$ 132.47	90,090.3399	D
Common Stock	05/13/2010	S	788	D	\$ 132.48	89,302.3399	D
Common Stock	05/13/2010	S	12,300	D	\$ 132.49	77,002.3399	D
Common Stock	05/13/2010	S	4,700	D	\$ 132.5	72,302.3399	D
Common Stock	05/13/2010	S	2,700	D	\$ 132.51	69,602.3399	D
Common Stock	05/13/2010	S	1,100	D	\$ 132.52	68,502.3399	D
Common Stock	05/13/2010	S	9,200	D	\$ 132.53	59,302.3399	D
Common Stock	05/13/2010	S	2,600	D	\$ 132.54	56,702.3399	D
Common Stock	05/13/2010	S	8,100	D	\$ 132.55	48,602.3399	D
Common Stock	05/13/2010	S	1,500	D	\$ 132.56	47,102.3399	D
Common Stock	05/13/2010	S	900	D	\$ 132.57	46,202.3399	D
Common Stock	05/13/2010	S	7,000	D	\$ 132.58	39,202.3399	D
Common Stock	05/13/2010	S	800	D	\$ 132.59	38,402.3399	D
Common Stock	05/13/2010	S	600	D	\$ 132.6	37,802.3399	D
Common Stock	05/13/2010	S	400	D	\$ 132.61	37,402.3399	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	V	(A)		(D)					
Emp. Stock Option (right to buy)	\$ 104.71	05/13/2010	M		22,445	02/27/2005 <sup>(1)</sup>	02/26/2011	Common Stock	22,445
Emp. Stock Option (right to buy)	\$ 97.59	05/13/2010	M		29,443	02/26/2006 <sup>(1)</sup>	02/25/2012	Common Stock	29,443
Emp. Stock Option (right to buy)	\$ 104.71	05/13/2010	M		955	02/27/2005 <sup>(1)</sup>	02/26/2011	Common Stock	955

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IWATA JON C IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

### Signatures

D. Cummins on behalf of J. C. Iwata	05/14/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

### 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) This grant vested in four equal annual installments; the last installment vested on the date shown above.

#### Remarks:

Additional transactions are 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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