

KELLY JOHN E III  
Form 4  
May 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KELLY JOHN E III**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

(Last) (First) (Middle)  
**IBM CORPORATION, P.O. BOX 218**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/14/2010**

**YORKTOWN HEIGHTS, NY 10598**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) (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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount or Price |   |  |                                   |
| Common Stock                    | 05/14/2010                           |  | S                              | 210   | D                 | \$ 129.74 66,304.187  | D  |                                   |
| Common Stock                    | 05/14/2010                           |  | S                              | 900   | D                 | \$ 129.76 65,404.187  | D  |                                   |
| Common Stock                    | 05/14/2010                           |  | S                              | 110   | D                 | \$ 129.77 65,294.187  | D  |                                   |
| Common Stock                    | 05/14/2010                           |  | S                              | 50  | D                 | \$ 129.8 65,244.187   | D  |                                   |
| Common Stock                    | 05/14/2010                           |  | S                              | 800   | D                 | \$ 129.86 64,444.187  | D  |                                   |

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|              |            |   |       |   |            |            |   |
|--------------|------------|---|-------|---|------------|------------|---|
| Common Stock | 05/14/2010 | S | 600   | D | \$ 129.88  | 63,844.187 | D |
| Common Stock | 05/14/2010 | S | 100   | D | \$ 129.895 | 63,744.187 | D |
| Common Stock | 05/14/2010 | S | 700   | D | \$ 129.9   | 63,044.187 | D |
| Common Stock | 05/14/2010 | S | 400   | D | \$ 129.96  | 62,644.187 | D |
| Common Stock | 05/14/2010 | S | 900   | D | \$ 129.97  | 61,744.187 | D |
| Common Stock | 05/14/2010 | S | 1,200 | D | \$ 129.98  | 60,544.187 | D |
| Common Stock | 05/14/2010 | S | 100   | D | \$ 129.99  | 60,444.187 | D |
| Common Stock | 05/14/2010 | S | 1,200 | D | \$ 130.01  | 59,244.187 | D |
| Common Stock | 05/14/2010 | S | 1,200 | D | \$ 130.07  | 58,044.187 | D |
| Common Stock | 05/14/2010 | S | 1,200 | D | \$ 130.08  | 56,844.187 | D |
| Common Stock | 05/14/2010 | S | 500   | D | \$ 130.09  | 56,344.187 | D |
| Common Stock | 05/14/2010 | S | 200   | D | \$ 130.1   | 56,144.187 | D |
| Common Stock | 05/14/2010 | S | 800   | D | \$ 130.11  | 55,344.187 | D |
| Common Stock | 05/14/2010 | S | 400   | D | \$ 130.12  | 54,944.187 | D |
| Common Stock | 05/14/2010 | S | 700   | D | \$ 130.13  | 54,244.187 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

Derivative  
Security

Securities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(Instr. 3 and 4)

Own  
Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

KELLY JOHN E III  
IBM CORPORATION  
P.O. BOX 218  
YORKTOWN HEIGHTS, NY 10598

Senior Vice President

## Signatures

D. Cummins on behalf of J. E.  
Kelly III

05/17/2010

\_\_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).

### Remarks:

Additional transactions 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. 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.