Shaughnessy Timothy S Form 4 November 29, 2012

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Shaughnessy Timothy S

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

INTERNATIONAL BUSINESS MACHINES CORP [IBM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

below) Senior Vice President

IBM CORPORATION, 294 ROUTE 100

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

11/28/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

SOMERS, NY 10589

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/28/2012		S	89	D	\$ 191.079	28,370.978	D	
Common Stock	11/28/2012		S	300	D	\$ 191.09	28,070.978	D	
Common Stock	11/28/2012		S	231	D	\$ 191.1	27,839.978	D	
Common Stock	11/28/2012		S	331	D	\$ 191.11	27,508.978	D	
Common Stock	11/28/2012		S	700	D	\$ 191.13	26,808.978	D	

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Common Stock	11/28/2012	S	700	D	\$ 191.14	26,108.978	D	
Common Stock	11/28/2012	S	800	D	\$ 191.18	25,308.978	D	
Common Stock	11/28/2012	S	300	D	\$ 191.2	25,008.978	D	
Common Stock	11/28/2012	S	1	D	\$ 191.21	25,007.978	D	
Common Stock	11/28/2012	S	400	D	\$ 191.23	24,607.978 (1)	D	
Common Stock	11/28/2012	M	2,568	A	\$ 101.33	0 (2)	I (3)	spouse
Common Stock	11/28/2012	M	681	A	\$ 82.76	0 (2)	I (3)	spouse
Common Stock	11/28/2012	M	603	A	\$ 102.8	2,257.783 (2)	I (3)	spouse

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.

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. Transactic Code (Instr. 8)	5. Number out 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 Option (right to buy)	\$ 101.33	11/28/2012		M	2,568	03/08/2009(4)	03/07/2015	Common Stock	2,568
Emp. Stock Option	\$ 82.76	11/28/2012		M	681	05/08/2009(5)	05/07/2016	Common Stock	681

SEC 1474

(9-02)

(right to buy)

Emp.

Stock Option

\$ 102.8 11/28/2012 M

05/08/2010(5) 05/07/2017

Common

Stock

603

(right to buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Shaughnessy Timothy S IBM CORPORATION 294 ROUTE 100 **SOMERS, NY 10589**

Senior Vice President

Signatures

D. Cummins on behalf of T. S. Shaughnessy

11/29/2012

**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) This amount includes 3,852 shares acquired by spouse upon the stock option exercises disclosed in Table II.
- This amount reflects the sale of a total of 3,852 shares acquired by spouse upon the stock option exercises disclosed in Table II, which **(2)** shares were sold as reflected above.
- The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting **(3)** person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) This grant vested in four equal annual installments; the last installment vested on the date shown above.
- (5) This grant vested in one installment on the date shown above.

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.

Reporting Owners 3