

Clementi Erich  
Form 4  
May 24, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Clementi Erich

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)  
IBM CORPORATION, 294 ROUTE  
100

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/23/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior Vice President

(Street)  
SOMERS, NY 10589

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 05/23/2013                           |                                                    | M                              |                                                                   | 5,885  | A          | \$ 101.33                                                                                     | 47,189.976                                               | D                                                     |
| Common Stock                    | 05/23/2013                           |                                                    | S                              |                                                                   | 2,109  | D          | \$ 207.79                                                                                     | 45,080.976                                               | D                                                     |
| Common Stock                    | 05/23/2013                           |                                                    | S                              |                                                                   | 300    | D          | \$ 207.8                                                                                      | 44,780.976                                               | D                                                     |
| Common Stock                    | 05/23/2013                           |                                                    | S                              |                                                                   | 404    | D          | \$ 207.806                                                                                    | 44,376.976                                               | D                                                     |
| Common Stock                    | 05/23/2013                           |                                                    | S                              |                                                                   | 1,000  | D          | \$ 207.81                                                                                     | 43,376.976                                               | D                                                     |

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|              |            |   |       |   |            |            |   |
|--------------|------------|---|-------|---|------------|------------|---|
| Common Stock | 05/23/2013 | S | 297   | D | \$ 207.83  | 43,079.976 | D |
| Common Stock | 05/23/2013 | S | 197   | D | \$ 207.84  | 42,882.976 | D |
| Common Stock | 05/23/2013 | S | 100   | D | \$ 207.85  | 42,782.976 | D |
| Common Stock | 05/23/2013 | S | 1,075 | D | \$ 207.87  | 41,707.976 | D |
| Common Stock | 05/23/2013 | S | 25    | D | \$ 207.88  | 41,682.976 | D |
| Common Stock | 05/23/2013 | S | 100   | D | \$ 207.9   | 41,582.976 | D |
| Common Stock | 05/23/2013 | S | 278   | D | \$ 207.93  | 41,304.976 | D |
| Common Stock | 05/23/2013 | S | 725   | D | \$ 208.214 | 40,579.976 | D |
| Common Stock | 05/23/2013 | S | 700   | D | \$ 208.22  | 39,879.976 | D |
| Common Stock | 05/23/2013 | S | 1,200 | D | \$ 208.23  | 38,679.976 | D |
| Common Stock | 05/23/2013 | S | 1,300 | D | \$ 208.24  | 37,379.976 | D |
| Common Stock | 05/23/2013 | S | 125   | D | \$ 208.25  | 37,254.976 | D |
| Common Stock | 05/23/2013 | S | 900   | D | \$ 208.27  | 36,354.976 | D |
| Common Stock | 05/23/2013 | S | 400   | D | \$ 208.3   | 35,954.976 | D |
| Common Stock | 05/23/2013 | S | 100   | D | \$ 208.31  | 35,854.976 | 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 | 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<br>Security                       |           |            | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D)   | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|----------------------------------------------|-----------|------------|---------------------------------------------------------|------|---|-----|-------|---------------------------|--------------------|-----------------|----------------------------------------|
| Emp.<br>Stock<br>Option<br>(right to<br>buy) | \$ 101.33 | 05/23/2013 |                                                         | M    |   |     | 5,885 | 03/08/2009 <sup>(1)</sup> | 03/07/2015         | Common<br>Stock | 5,885                                  |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| Clementi Erich<br>IBM CORPORATION<br>294 ROUTE 100<br>SOMERS, NY 10589 | Senior Vice President            |

## Signatures

D. Cummins on behalf of E.  
Clementi

05/24/2013

\_\_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 grant vested in four equal annual installments; the last installment vested on the date shown above.

### 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.  
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