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INTERNATIONAL BUSINESS MACHINES CORP

Form 4 June 09, 2016

FORM 4

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

OMB 3235-0287 Number:

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

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(City)

(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)			
(Last) (First) (Middle) IBM CORPORATION, P.O. BOX 218	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2016	Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
(Street)	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			
YORKTOWN HEIGHTS, NY 10598		Form filed by More than One Reporting Person			

(State)

(Zin)

(City)	(State) (Z	Table	I - Non	-De	rivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transaction Code		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/12/2016		G	V	1,725	D	\$0	23,439.043	D	
Common Stock	05/12/2016		G	V	675	D	\$0	22,764.043	D	
Common Stock	05/12/2016		G	V	1,800	D	\$0	20,964.043	D	
Common Stock								65	I (1)	son
Common Stock								23,947.952	I (1)	trust 1

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Common Stock 13,000 I $\underline{^{(1)}}$ trust 2

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Rst. Stock Unit	\$ 0 (2)	06/08/2016		A(2)	13,276	(2)	(2)	Common Stock	13,276	:

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

M. Clemens on behalf of J. E.

Kelly III 06/09/2016

**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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 3,319 of these units on 06/08/2017, 3,319 of these units on 06/08/2018, 3,319 of these units on 06/08/2019, and 3,319 of these units on 06/08/2020.

Reporting Owners 2

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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.