INTERNATIONAL BUSINESS MACHINES CORP
Form 4
February 15, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MACDONALD J RANDALL

(Last) (First) (Middle)

IBM CORPORATION, ONE NEW ORCHARD ROAD

(Street)

ARMONK, NY 10504

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/11/2011		M		11,066	A	$ 82.76	64,090.375	D	
Common Stock	02/11/2011		M		23,321	A	$ 91.04	87,411.375	D	
Common Stock	02/11/2011		M		4,933	A	$ 92.12	92,344.375	D	
Common Stock	02/11/2011		M		14,300	A	$ 101.33	106,644.375	D	
Common Stock	02/11/2011		S		44,977	D	$ 164.2	61,667.375	D	

Common Stock	02/11/2011	S	3,665	D	$ 164.205	58,002.375	D	
Common Stock	02/11/2011	S	100	D	$ 164.2065	57,902.375	D	
Common Stock	02/11/2011	S	4,374	D	$ 164.21	53,528.375	D	
Common Stock	02/11/2011	S	504	D	$ 164.22	53,024.375	D	
Common Stock	02/14/2011	M	477	A	$ 101.33	53,501.375	D	
Common Stock	02/14/2011	S	477	D	$ 164.2	53,024.375	D	

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

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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. Transaction Code (Instr. 8)		5. Number of 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	02/11/2011		M			14,300	03/08/2009[(1)]	03/07/2015	Common Stock	14,300
Emp. Stock Option (right to buy)	$ 82.76	02/11/2011		M			11,066	05/08/2009[(2)]	05/07/2016	Common Stock	11,066
Emp. Stock Option (right to	$ 92.12	02/11/2011		M			4,933	03/08/2008[(2)]	03/07/2015	Common Stock	4,933

buy)									
Emp. Stock Option (right to buy)	$ 91.04	02/11/2011		M	23,321	05/08/2010[(1)]	05/07/2016	Common Stock	23,321
Emp. Stock Option (right to buy)	$ 101.33	02/14/2011		M	477	03/08/2009[(1)]	03/07/2015	Common Stock	477

Reporting Owners

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

Signatures

D. Cummins on behalf of J. R. MacDonald	02/15/2011
**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.

(2) 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.
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