

IWATA JON C
Form 4
April 28, 2011

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 *
IWATA JON C

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, ONE NEW
ORCHARD ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2011

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

(Street)
ARMONK, NY 10504

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	04/27/2011		M		3,780	A	\$ 92.12	41,259.8734	D
Common Stock	04/27/2011		M		28,462	A	\$ 101.33	69,721.8734	D
Common Stock	04/27/2011		M		31,494	A	\$ 105.96	101,215.8734	D
Common Stock	04/27/2011		S		100	D	\$ 169.965	101,115.8734	D
Common Stock	04/27/2011		S		800	D	\$ 169.97	100,315.8734	D

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Common Stock	04/27/2011	S	605	D	\$ 169.975	99,710.8734	D
Common Stock	04/27/2011	S	1,200	D	\$ 169.98	98,510.8734	D
Common Stock	04/27/2011	S	200	D	\$ 169.985	98,310.8734	D
Common Stock	04/27/2011	S	2,800	D	\$ 169.99	95,510.8734	D
Common Stock	04/27/2011	S	100	D	\$ 169.995	95,410.8734	D
Common Stock	04/27/2011	S	322	D	\$ 170	95,088.8734	D
Common Stock	04/27/2011	S	264	D	\$ 170.035	94,824.8734	D
Common Stock	04/27/2011	S	2,290	D	\$ 170.04	92,534.8734	D
Common Stock	04/27/2011	S	190	D	\$ 170.0401	92,344.8734	D
Common Stock	04/27/2011	S	107	D	\$ 170.045	92,237.8734	D
Common Stock	04/27/2011	S	3,300	D	\$ 170.05	88,937.8734	D
Common Stock	04/27/2011	S	987	D	\$ 170.055	87,950.8734	D
Common Stock	04/27/2011	S	2,925	D	\$ 170.06	85,025.8734	D
Common Stock	04/27/2011	S	230	D	\$ 170.065	84,795.8734	D
Common Stock	04/27/2011	S	2,988	D	\$ 170.07	81,807.8734	D

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	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)	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 Security				or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 105.96	04/27/2011	M			31,494	02/24/2008 ⁽¹⁾	02/23/2014	Common Stock	31,494
Emp. Stock Option (right to buy)	\$ 101.33	04/27/2011	M			28,462	03/08/2009 ⁽¹⁾	03/07/2015	Common Stock	28,462
Emp. Stock Option (right to buy)	\$ 92.12	04/27/2011	M			3,780	03/08/2008 ⁽²⁾	03/07/2015	Common Stock	3,780

Reporting Owners

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

Signatures

D. Cummins on behalf of J. C.
Iwata

04/28/2011

 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.

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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