

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
(Street)

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

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

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		S		25	D	\$ 170.1799	52,589.8734	D
Common Stock	04/27/2011		S		5,585	D	\$ 170.18	47,004.8734	D
Common Stock	04/27/2011		S		400	D	\$ 170.1801	46,604.8734	D
Common Stock	04/27/2011		S		100	D	\$ 170.1825	46,504.8734	D
Common Stock	04/27/2011		S		1,047	D	\$ 170.185	45,457.8734	D

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Common Stock	04/27/2011	S	400	D	\$ 170.1875	45,057.8734	D
Common Stock	04/27/2011	S	150	D	\$ 170.1899	44,907.8734	D
Common Stock	04/27/2011	S	3,708	D	\$ 170.19	41,199.8734	D
Common Stock	04/27/2011	S	744	D	\$ 170.195	40,455.8734	D
Common Stock	04/27/2011	S	1,536	D	\$ 170.2	38,919.8734	D
Common Stock	04/27/2011	S	373	D	\$ 170.21	38,546.8734	D
Common Stock	04/27/2011	S	700	D	\$ 170.215	37,846.8734	D
Common Stock	04/27/2011	S	400	D	\$ 170.2175	37,446.8734	D
Common Stock	04/27/2011	S	3,706	D	\$ 170.22	33,740.8734	D
Common Stock	04/27/2011	S	250	D	\$ 170.225	33,490.8734	D
Common Stock	04/27/2011	S	3,000	D	\$ 170.23	30,490.8734	D
Common Stock	04/27/2011	S	488	D	\$ 170.235	30,002.8734	D
Common Stock	04/27/2011	S	100	D	\$ 170.24	29,902.8734	D
Common Stock	04/27/2011	S	100	D	\$ 170.245	29,802.8734	D

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.

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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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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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).

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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