

PALMISANO SAMUEL J  
 Form 4  
 February 15, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 PALMISANO SAMUEL J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

IBM CORPORATION, ONE NEW ORCHARD ROAD

(Street)

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

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

ARMONK, NY 10504

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/14/2012		S		2,127	D	\$ 191.6 432,046.2007 D
Common Stock	02/14/2012		S		1,000	D	\$ 191.7 431,046.2007 D
Common Stock	02/14/2012		S		2,325	D	\$ 191.74 428,721.2007 D
Common Stock	02/14/2012		S		6,662	D	\$ 191.75 422,059.2007 D
Common Stock	02/14/2012		S		5,619	D	\$ 191.76 416,440.2007 D

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Common Stock	02/14/2012	S	4,423	D	\$ 191.77	412,017.2007	D	
Common Stock	02/14/2012	S	14,282	D	\$ 191.78	397,735.2007	D	
Common Stock	02/14/2012	S	5,046	D	\$ 191.79	392,689.2007	D	
Common Stock	02/14/2012	S	5,638	D	\$ 191.8	387,051.2007	D	
Common Stock	02/14/2012	S	9,418	D	\$ 191.81	377,633.2007	D	
Common Stock	02/14/2012	S	10,227	D	\$ 191.82	367,406.2007	D	
Common Stock	02/14/2012	S	8,558	D	\$ 191.83	358,848.2007	D	
Common Stock	02/14/2012	S	6,739	D	\$ 191.84	352,109.2007	D	
Common Stock	02/14/2012	S	5,750	D	\$ 191.85	346,359.2007	D	
Common Stock	02/14/2012	S	7,997	D	\$ 191.86	338,362.2007	D	
Common Stock	02/14/2012	S	5,948	D	\$ 191.87	332,414.2007	D	
Common Stock	02/14/2012	S	7,326	D	\$ 191.88	325,088.2007	D	
Common Stock	02/14/2012	S	11,830	D	\$ 191.89	313,258.2007	D	
Common Stock	02/14/2012	S	1,170	D	\$ 191.9	312,088.2007	D	
Common Stock						706	I <sup>(1)</sup>	daughter
Common Stock						260,693	I <sup>(1)</sup>	spouse

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO SAMUEL J IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504	X		Chairman of the Board	

## Signatures

D. Cummins on behalf of S. J. Palmisano 02/15/2012

\*\*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.

### 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. 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.