

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

February 09, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**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 \*  
Rometty Virginia M

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)  
02/05/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chairman, Pres. and CEO

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)  
\_X\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/05/2016                           |                                                    | M                              |                                                                   | 21,456 | A          | \$ 91.04                                                                                      | 31,814.1413                                              | D                                                     |
| Common Stock                    | 02/05/2016                           |                                                    | S                              |                                                                   | 100    | D          | \$ 125.85                                                                                     | 31,714.1413                                              | D                                                     |
| Common Stock                    | 02/05/2016                           |                                                    | S                              |                                                                   | 200    | D          | \$ 125.88                                                                                     | 31,514.1413                                              | D                                                     |
| Common Stock                    | 02/05/2016                           |                                                    | S                              |                                                                   | 300    | D          | \$ 125.885                                                                                    | 31,214.1413                                              | D                                                     |
| Common Stock                    | 02/05/2016                           |                                                    | S                              |                                                                   | 300    | D          | \$ 125.9                                                                                      | 30,914.1413                                              | D                                                     |

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|              |            |     |       |   |            |              |                  |       |
|--------------|------------|-----|-------|---|------------|--------------|------------------|-------|
| Common Stock | 02/05/2016 | S   | 400   | D | \$ 125.91  | 30,514.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 900   | D | \$ 125.92  | 29,614.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 150   | D | \$ 125.93  | 29,464.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 400   | D | \$ 125.94  | 29,064.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 300   | D | \$ 125.95  | 28,764.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 300   | D | \$ 125.98  | 28,464.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 100   | D | \$ 125.99  | 28,364.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 2,625 | D | \$ 126     | 25,739.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 800   | D | \$ 126.01  | 24,939.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 400   | D | \$ 126.03  | 24,539.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 800   | D | \$ 126.04  | 23,739.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 300   | D | \$ 126.045 | 23,439.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 600   | D | \$ 126.05  | 22,839.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 100   | D | \$ 126.07  | 22,739.1413  | D                |       |
| Common Stock | 02/05/2016 | S   | 800   | D | \$ 126.08  | 21,939.1413  | D                |       |
| Common Stock | 02/05/2016 | G V | 3,254 | D | \$ 0       | 176,264.6661 | I <sup>(1)</sup> | trust |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Emp.<br>Stock<br>Option<br>(right to<br>buy)        | \$ 91.04                                                              | 02/05/2016                              |                                                             | M                                       |                                                                                                           | 21,456                                                         |     | 05/08/2010 <sup>(2)</sup>                                      | 05/07/2016         | Common<br>Stock | 21,456                              |
| Phantom<br>Stock<br>Unit                            | \$ 0 <sup>(3)</sup>                                                   | 02/08/2016                              |                                                             | A <sup>(4)</sup>                        |                                                                                                           | 162                                                            |     | <sup>(5)</sup>                                                 | <sup>(5)</sup>     | Common<br>Stock | 162                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| Rometty Virginia M<br>IBM CORPORATION<br>ONE NEW ORCHARD ROAD<br>ARMONK, NY 10504 | Chairman, Pres. and CEO          |

## Signatures

M. Clemens on behalf of V. M.  
Rometty

02/09/2016

\_\_\_\_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.
- (2) This grant vested in four equal annual installments; the last installment vested on the date shown above.
- (3) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (4) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (5) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer these phantom stock units into an alternative account under such plan.

### Remarks:

Additional transactions will be shown on a subsequent Form 4.

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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.

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