

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 August 05, 2009

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 *
 SANFORD LINDA S

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

IBM CORPORATION, 294 ROUTE 100

08/04/2009

Senior Vice President

(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

SOMERS, NY 10589

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/04/2009 | | M | | 968 A \$ 103.25 | | 18,485.8159 D |
| Common Stock | 08/04/2009 | | M | | 26,032 A \$ 103.25 | | 44,517.8159 D |
| Common Stock | 08/04/2009 | | S | | 200 D \$ 119.355 | | 44,317.8159 D |
| Common Stock | 08/04/2009 | | S | | 200 D \$ 119.3575 | | 44,117.8159 D |
| Common Stock | 08/04/2009 | | S | | 1,750 D \$ 119.36 | | 42,367.8159 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------------|-------------|------------------|-----|
| Common Stock | 08/04/2009 | S | 268 | D | \$ 119.37 | 42,099.8159 | D | |
| Common Stock | 08/04/2009 | S | 400 | D | \$ 119.375 | 41,699.8159 | D | |
| Common Stock | 08/04/2009 | S | 1,250 | D | \$ 119.38 | 40,449.8159 | D | |
| Common Stock | 08/04/2009 | S | 50 | D | \$ 119.3825 | 40,399.8159 | D | |
| Common Stock | 08/04/2009 | S | 400 | D | \$ 119.39 | 39,999.8159 | D | |
| Common Stock | 08/04/2009 | S | 100 | D | \$ 119.395 | 39,899.8159 | D | |
| Common Stock | 08/04/2009 | S | 1,732 | D | \$ 119.4 | 38,167.8159 | D | |
| Common Stock | 08/04/2009 | S | 1,000 | D | \$ 119.405 | 37,167.8159 | D | |
| Common Stock | 08/04/2009 | S | 4,977 | D | \$ 119.41 | 32,190.8159 | D | |
| Common Stock | 08/04/2009 | S | 800 | D | \$ 119.4125 | 31,390.8159 | D | |
| Common Stock | 08/04/2009 | S | 300 | D | \$ 119.415 | 31,090.8159 | D | |
| Common Stock | 08/04/2009 | S | 1,255 | D | \$ 119.42 | 29,835.8159 | D | |
| Common Stock | 08/04/2009 | S | 425 | D | \$ 119.425 | 29,410.8159 | D | |
| Common Stock | 08/04/2009 | S | 457 | D | \$ 119.43 | 28,953.8159 | D | |
| Common Stock | 08/04/2009 | S | 100 | D | \$ 119.435 | 28,853.8159 | D | |
| Common Stock | | | | | | 2,091.1734 | I ⁽¹⁾ | son |

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)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Emp. Stock Option (right to buy) | \$ 103.25 | 08/04/2009 | | M | 26,032 | 02/29/2004 ⁽²⁾ | 02/28/2010 | Common Stock | 26,032 |
| Emp. Stock Option (right to buy) | \$ 103.25 | 08/04/2009 | | M | 968 | 02/29/2004 ⁽²⁾ | 02/28/2010 | Common Stock | 968 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANFORD LINDA S IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589 | | | Senior Vice President | |

Signatures

D. Cummins for L. S. Sanford by
power-of-attorney

08/05/2009

__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.

Remarks:

Additional sales will be shown on a subsequent Form 4.

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