Rhodin Michael D. Form 4 May 18, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rhodin Michael D.	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	INTERNATIONAL BUSINESS MACHINES CORP [IBM]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify			
IBM CORPORATION, 550 KING STREET	05/17/2011	below) below) Senior Vice President			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
LITTLETON, MA 01460					
(C:t-) (Ct-t-) (7:)					

(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. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	05/17/2011		<u>I(1)</u>	997.0674	A	\$ 170.5	15,264.8643	D	
Common Stock							50	I (2)	daughter 1
Common Stock							50	I (2)	daughter 2
Common Stock							50	I (2)	son

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	2.	3. Transaction Date					6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if				Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Derivativ	` ,	(Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,	4,				
					and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
				Code V	(A) (T	3)			Shares	
				Code v	(A) (I))			Shares	
Phantom								~		
Stock	\$ 0 (3)	05/17/2011		$I^{(4)}$	763	(5)	(5)	Common	763	\$ 170.
	Ψ 0 <u>··</u>	03/17/2011		1	703	<u> </u>		Stock	703	ψ 170.
Unit								Stock		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rhodin Michael D. IBM CORPORATION 550 KING STREET LITTLETON, MA 01460

Senior Vice President

Signatures

D. Cummins on behalf of M. D. Rhodin

05/18/2011

**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) Intra-plan transfer into the IBM Stock Fund of the IBM 401(k) Plus Plan.
- (2) 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.
- (3) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (4) Intra-plan transfer under the IBM Excess 401(k) Plus Plan.

Reporting Owners 2

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(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 investment account under such plan.

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.