Adkins Rodney C Form 4 February 07, 2011

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Adkins Rodney C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			INTERNATIONAL BUSINESS MACHINES CORP [IBM]	(Check all applicable)		
(Last)  IBM CORPO	(First) ORATION,	(Middle) 294 ROUTE	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2011	Director 10% Owner _X Officer (give title Other (specify below)  Senior Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

**SOMERS, NY 10589** 

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/04/2011		S	3,600	D	\$ 163.75	14,307.7723	I (1)	trust
Common Stock	02/04/2011		S	100	D	\$ 163.76	14,207.7723	I (1)	trust
Common Stock	02/04/2011		S	137	D	\$ 163.77	14,070.7723	I (1)	trust
Common Stock	02/04/2011		S	100	D	\$ 163.78	13,970.7723	I (1)	trust
Common Stock	02/04/2011		S	63	D	\$ 163.79	13,907.7723	I (1)	trust

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number proof 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. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (2)	02/04/2011	<u>I(3)</u>	5,802	<u>(4)</u>	<u>(4)</u>	Common Stock	5,802	\$ 1

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Adkins Rodney C IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589

Senior Vice President

## **Signatures**

D. Cummins on behalf of R. C. Adkins

02/07/2011

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

**(4)** 

Reporting Owners 2

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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.