

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 09, 2007

**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)  
IBM CORPORATION, 294 ROUTE  
100

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/08/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

(Street)  
SOMERS, NY 10589

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

(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	(A) or (D)	Price
Common Stock	05/08/2007		M		2,875	A	\$ 0
							7,877.0622
Common Stock	05/08/2007		F		1,197	D	\$ 102.8
							6,680.0622

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)	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. Amount or Number of Shares
				Code	V	(A)	(D)	
Rst. Stock Unit	\$ 0 <u>(1)</u>	05/08/2007		A <u>(1)</u>	7,895	<u>(1)</u>	<u>(1)</u>	Common Stock 7,895
Rst. Stock Unit	\$ 0 <u>(2)</u>	05/08/2007		M <u>(3)</u>	2,875	<u>(2)</u>	<u>(2)</u>	Common Stock 2,875
Phantom Stock Unit	\$ 0 <u>(4)</u>	05/08/2007		A <u>(5)</u>	52	<u>(6)</u>	<u>(6)</u>	Common Stock 52

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rometty Virginia M IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589	Senior Vice President

## Signatures

D. Cummins for V. M. Rometty by  
power-of-attorney

05/09/2007

                    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) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,631 of these units on 05/08/2008, for 2,632 of these units on 05/08/2009, and for the remaining 2,632 of these units on 05/08/2010.
- (2) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (3) Release of restricted stock units.
- (4) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.

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(5) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.

(6) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company.

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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