

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

May 12, 2008

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 *
IWATA JON C

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)
05/09/2008

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

IBM CORPORATION, NEW ORCHARD ROAD

(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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/09/2008		M		1,124	A	\$ 88.955
Common Stock	05/09/2008		M		13,876	A	\$ 88.955
Common Stock	05/09/2008		S		327	D	\$ 124.07
Common Stock	05/09/2008		S		500	D	\$ 124.08
Common Stock	05/09/2008		S		1,038	D	\$ 124.08

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Common Stock	05/09/2008	S	700	D	\$ 124.09	42,838.7372	D
Common Stock	05/09/2008	S	4,438	D	\$ 124.09	38,400.7372	D
Common Stock	05/09/2008	S	400	D	\$ 124.095	38,000.7372	D
Common Stock	05/09/2008	S	1,200	D	\$ 124.1	36,800.7372	D
Common Stock	05/09/2008	S	3,500	D	\$ 124.1	33,300.7372	D
Common Stock	05/09/2008	S	100	D	\$ 124.105	33,200.7372	D
Common Stock	05/09/2008	S	1,400	D	\$ 124.11	31,800.7372	D
Common Stock	05/09/2008	S	1,500	D	\$ 124.11	30,300.7372	D
Common Stock	05/09/2008	S	1,100	D	\$ 124.12	29,200.7372	D
Common Stock	05/09/2008	S	1,500	D	\$ 124.12	27,700.7372	D
Common Stock	05/09/2008	S	300	D	\$ 124.13	27,400.7372	D
Common Stock	05/09/2008	S	1,200	D	\$ 124.13	26,200.7372	D
Common Stock	05/09/2008	S	300	D	\$ 124.14	25,900.7372	D
Common Stock	05/09/2008	S	800	D	\$ 124.14	25,100.7372	D
Common Stock	05/09/2008	S	300	D	\$ 124.145	24,800.7372	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Emp. Stock Option (right to buy)	\$ 88.955	05/09/2008	M	13,876	02/23/2003 ⁽¹⁾	02/22/2009	Common Stock	13,876
Emp. Stock Option (right to buy)	\$ 88.955	05/09/2008	M	1,124	02/23/2003 ⁽¹⁾	02/22/2009	Common Stock	1,124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IWATA JON C IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

Signatures

D. Cummins for J. C. Iwata by
power-of-attorney

05/12/2008

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) This grant vested in four equal annual installments; the last installment vested on the date shown above.

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.