

Shaughnessy Timothy S
 Form 4
 November 29, 2012

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 *
 Shaughnessy Timothy 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
 IBM CORPORATION, 294 ROUTE 100
 (Street)
 SOMERS, NY 10589
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2012
 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

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)
Common Stock	11/28/2012		S		89	D	\$ 191.079	28,370.978	D	
Common Stock	11/28/2012		S		300	D	\$ 191.09	28,070.978	D	
Common Stock	11/28/2012		S		231	D	\$ 191.1	27,839.978	D	
Common Stock	11/28/2012		S		331	D	\$ 191.11	27,508.978	D	
Common Stock	11/28/2012		S		700	D	\$ 191.13	26,808.978	D	

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Common Stock	11/28/2012	S	700	D	\$ 191.14	26,108.978	D	
Common Stock	11/28/2012	S	800	D	\$ 191.18	25,308.978	D	
Common Stock	11/28/2012	S	300	D	\$ 191.2	25,008.978	D	
Common Stock	11/28/2012	S	1	D	\$ 191.21	25,007.978	D	
Common Stock	11/28/2012	S	400	D	\$ 191.23	<u>24,607.978</u> <u>(1)</u>	D	
Common Stock	11/28/2012	M	2,568	A	\$ 101.33	0 <u>(2)</u>	I <u>(3)</u>	spouse
Common Stock	11/28/2012	M	681	A	\$ 82.76	0 <u>(2)</u>	I <u>(3)</u>	spouse
Common Stock	11/28/2012	M	603	A	\$ 102.8	2,257.783 <u>(2)</u>	I <u>(3)</u>	spouse

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Emp. Stock Option (right to buy)	\$ 101.33	11/28/2012		M	2,568	03/08/2009 ⁽⁴⁾	03/07/2015	Common Stock	2,568
Emp. Stock Option	\$ 82.76	11/28/2012		M	681	05/08/2009 ⁽⁵⁾	05/07/2016	Common Stock	681

(right to
buy)

Emp.
Stock

Option	\$ 102.8	11/28/2012	M	603	05/08/2010 ⁽⁵⁾	05/07/2017	Common Stock	603
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(right to
buy)

Reporting Owners

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

Signatures

D. Cummins on behalf of T. S. Shaughnessy	11/29/2012
<u> </u> **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 amount includes 3,852 shares acquired by spouse upon the stock option exercises disclosed in Table II.
- (2) This amount reflects the sale of a total of 3,852 shares acquired by spouse upon the stock option exercises disclosed in Table II, which shares were sold as reflected above.
- (3) 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.
- (4) This grant vested in four equal annual installments; the last installment vested on the date shown above.
- (5) This grant vested in one installment 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.
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