

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 June 09, 2016

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 *
 SUTULA STANLEY J III

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, ONE NEW ORCHARD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Controller

ARMONK, NY 10504

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

(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) |
| Common Stock | 06/07/2016 | | M | | 221 | A | \$ 0 | 2,254.182 | D | |
| Common Stock | 06/07/2016 | | F | | 82 | D | \$ 153.305 | 2,172.182 | D | |
| Common Stock | 06/08/2016 | | M | | 221 | A | \$ 0 | 2,393.182 | D | |
| Common Stock | 06/08/2016 | | M | | 395 | A | \$ 0 | 2,788.182 | D | |
| Common Stock | 06/08/2016 | | F | | 82 | D | \$ 153.57 | 2,706.182 | D | |

Common Stock 06/08/2016 F 146 D \$ 153.57 2,560.182 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 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. Pr Deri Secu (Inst | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Rst. Stock Unit | \$ 0 ⁽¹⁾ | 06/07/2016 | | M ⁽²⁾ | | | 221 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 221 |
| Rst. Stock Unit | \$ 0 ⁽¹⁾ | 06/08/2016 | | M ⁽²⁾ | | | 221 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 221 |
| Rst. Stock Unit | \$ 0 ⁽¹⁾ | 06/08/2016 | | M ⁽²⁾ | | | 395 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 395 |
| Rst. Stock Unit | \$ 0 ⁽³⁾ | 06/08/2016 | | A ⁽³⁾ | | | 4,483 | ⁽³⁾ | ⁽³⁾ | Common Stock | 4,483 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUTULA STANLEY J III
IBM CORPORATION
ONE NEW ORCHARD ROAD
ARMONK, NY 10504

VP, Controller

Signatures

M. Clemens on behalf of S. J.
Sutula III

06/09/2016

__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) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (2) Release of restricted stock units.
- (3) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 1,120 of these units on 06/08/2017, 1,120 of these units on 06/08/2018, 1,120 of these units on 06/08/2019, and 1,123 of these units on 06/08/2020.

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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