

PALMISANO SAMUEL J  
 Form 4  
 August 29, 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 \*  
 PALMISANO SAMUEL J

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)  
 08/28/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, Pres., and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/28/2008		M		250,000 A \$ 78.13	284,855.9922	D
Common Stock	08/28/2008		S		2,500 D \$ 124.5	282,355.9922	D
Common Stock	08/28/2008		S		6,100 D \$ 124.5214	276,255.9922	D
Common Stock	08/28/2008		S		2,500 D \$ 124.55	273,755.9922	D
Common Stock	08/28/2008		S		8,000 D \$ 124.56	265,755.9922	D

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Common Stock	08/28/2008	S	5,000	D	\$ 124.57	260,755.9922	D
Common Stock	08/28/2008	S	6,000	D	\$ 124.576	254,755.9922	D
Common Stock	08/28/2008	S	11,500	D	\$ 124.5783	243,255.9922	D
Common Stock	08/28/2008	S	3,900	D	\$ 124.58	239,355.9922	D
Common Stock	08/28/2008	S	16,500	D	\$ 124.6	222,855.9922	D
Common Stock	08/28/2008	S	2,500	D	\$ 124.62	220,355.9922	D
Common Stock	08/28/2008	S	5,000	D	\$ 124.63	215,355.9922	D
Common Stock	08/28/2008	S	900	D	\$ 124.64	214,455.9922	D
Common Stock	08/28/2008	S	5,400	D	\$ 124.65	209,055.9922	D
Common Stock	08/28/2008	S	100	D	\$ 124.66	208,955.9922	D
Common Stock	08/28/2008	S	400	D	\$ 124.67	208,555.9922	D
Common Stock	08/28/2008	S	15,500	D	\$ 124.68	193,055.9922	D
Common Stock	08/28/2008	S	5,340	D	\$ 124.69	187,715.9922	D
Common Stock	08/28/2008	S	2,800	D	\$ 124.7	184,915.9922	D
Common Stock	08/28/2008	S	560	D	\$ 124.71	184,355.9922	D
Common Stock	08/28/2008	S	2,312	D	\$ 124.72	182,043.9922	D
Common Stock	08/28/2008	S	2,691	D	\$ 124.73	179,352.9922	D
Common Stock	08/28/2008	S	20	D	\$ 124.74	179,332.9922	D
Common Stock	08/28/2008	S	5,580	D	\$ 124.75	173,752.9922	D
Common Stock	08/28/2008	S	3,400	D	\$ 124.76	170,352.9922	D

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

### Remarks:

Additional sales will be shown on a subsequent Form 4.

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.