

IWATA JON C  
Form 4  
July 31, 2009

**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)  
07/30/2009

\_\_\_\_ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/30/2009		M	968	A \$ 103.25	22,646.2911	D
Common Stock	07/30/2009		M	14,032	A \$ 103.25	36,678.2911	D
Common Stock	07/30/2009		S	100	D \$ 118.55	36,578.2911	D
Common Stock	07/30/2009		S	200	D \$ 118.56	36,378.2911	D
Common Stock	07/30/2009		S	5,100	D \$ 118.57	31,278.2911	D

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Common Stock	07/30/2009	S	2,832	D	\$ 118.58	28,446.2911	D
Common Stock	07/30/2009	S	300	D	\$ 118.59	28,146.2911	D
Common Stock	07/30/2009	S	700	D	\$ 118.6	27,446.2911	D
Common Stock	07/30/2009	S	200	D	\$ 118.61	27,246.2911	D
Common Stock	07/30/2009	S	200	D	\$ 118.62	27,046.2911	D
Common Stock	07/30/2009	S	100	D	\$ 118.63	26,946.2911	D
Common Stock	07/30/2009	S	1,700	D	\$ 118.64	25,246.2911	D
Common Stock	07/30/2009	S	800	D	\$ 118.65	24,446.2911	D
Common Stock	07/30/2009	S	500	D	\$ 118.67	23,946.2911	D
Common Stock	07/30/2009	S	400	D	\$ 118.69	23,546.2911	D
Common Stock	07/30/2009	S	100	D	\$ 118.7	23,446.2911	D
Common Stock	07/30/2009	S	700	D	\$ 118.71	22,746.2911	D
Common Stock	07/30/2009	S	100	D	\$ 118.74	22,646.2911	D

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)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date	Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 103.25	07/30/2009	M	14,032	02/29/2004 <sup>(1)</sup>	02/28/2010	Common Stock 14,032
Emp. Stock Option (right to buy)	\$ 103.25	07/30/2009	M	968	02/29/2004 <sup>(1)</sup>	02/28/2010	Common Stock 968

## 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

07/31/2009

\*\*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.