

LOUGHRIDGE MARK

Form 4

February 08, 2010

**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 \*  
**LOUGHRIDGE MARK**

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)  
**02/05/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP and CFO

**IBM CORPORATION, ONE 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	02/05/2010		M		20,000 A \$ 94.47	97,350.508	D
Common Stock	02/05/2010		M		28,462 A \$ 97.59	125,812.508	D
Common Stock	02/05/2010		M		28,232 A \$ 105.96	154,044.508	D
Common Stock	02/05/2010		S		600 D \$ 123	153,444.508	D
Common Stock	02/05/2010		S		434 D \$ 123.01	153,010.508	D

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Common Stock	02/05/2010	S	900	D	\$ 123.02	152,110.508	D
Common Stock	02/05/2010	S	2,500	D	\$ 123.03	149,610.508	D
Common Stock	02/05/2010	S	900	D	\$ 123.04	148,710.508	D
Common Stock	02/05/2010	S	500	D	\$ 123.05	148,210.508	D
Common Stock	02/05/2010	S	700	D	\$ 123.06	147,510.508	D
Common Stock	02/05/2010	S	2,700	D	\$ 123.07	144,810.508	D
Common Stock	02/05/2010	S	2,200	D	\$ 123.08	142,610.508	D
Common Stock	02/05/2010	S	1,300	D	\$ 123.09	141,310.508	D
Common Stock	02/05/2010	S	4,700	D	\$ 123.1	136,610.508	D
Common Stock	02/05/2010	S	4,205	D	\$ 123.11	132,405.508	D
Common Stock	02/05/2010	S	2,400	D	\$ 123.12	130,005.508	D
Common Stock	02/05/2010	S	4,240	D	\$ 123.13	125,765.508	D
Common Stock	02/05/2010	S	3,409	D	\$ 123.14	122,356.508	D
Common Stock	02/05/2010	S	1,000	D	\$ 123.15	121,356.508	D
Common Stock	02/05/2010	S	1,400	D	\$ 123.16	119,956.508	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.**

SEC 1474  
(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)						02/26/2006 <sup>(1)</sup>	02/25/2012	Common Stock	28,462
	\$ 97.59		02/05/2010	M		28,462			
Emp. Stock Option (right to buy)						02/24/2008 <sup>(1)</sup>	02/23/2014	Common Stock	28,232
	\$ 105.96		02/05/2010	M		28,232			
Emp. Stock Option (right to buy)						07/27/2008 <sup>(1)</sup>	07/26/2014	Common Stock	20,000
	\$ 94.47		02/05/2010	M		20,000			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHRIDGE MARK IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Sr. VP and CFO	

## Signatures

D. Cummins on behalf of M. Loughridge	02/08/2010
__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.

### Remarks:

Additional transactions 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.