

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 May 19, 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 \*  
 MACDONALD J RANDALL

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)  
 05/18/2010

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

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	05/18/2010		S	171	D \$ 130.444	86,918.086	D	
Common Stock	05/18/2010		S	1,100	D \$ 130.448	85,818.086	D	
Common Stock	05/18/2010		S	100	D \$ 130.45	85,718.086	D	
Common Stock	05/18/2010		S	100	D \$ 130.4504	85,618.086	D	
Common Stock	05/18/2010		S	100	D \$ 130.462	85,518.086	D	

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Common Stock	05/18/2010	S	1,000	D	\$ 130.491	84,518.086	D
Common Stock	05/18/2010	S	100	D	\$ 130.492	84,418.086	D
Common Stock	05/18/2010	S	7,315	D	\$ 130.58	77,103.086	D
Common Stock	05/18/2010	S	1,200	D	\$ 130.59	75,903.086	D
Common Stock	05/18/2010	S	900	D	\$ 130.6	75,003.086	D
Common Stock	05/18/2010	S	3,223	D	\$ 130.61	71,780.086	D
Common Stock	05/18/2010	S	13,087	D	\$ 130.62	58,693.086	D
Common Stock	05/18/2010	S	5,600	D	\$ 130.63	53,093.086	D
Common Stock	05/18/2010	S	200	D	\$ 130.639	52,893.086	D
Common Stock	05/18/2010	S	1,515	D	\$ 130.64	51,378.086	D
Common Stock	05/18/2010	S	900	D	\$ 130.645	50,478.086	D
Common Stock	05/18/2010	S	1,668	D	\$ 130.65	48,810.086	D
Common Stock	05/18/2010	S	1,440	D	\$ 130.66	47,370.086	D
Common Stock	05/18/2010	S	1,500	D	\$ 130.67	45,870.086	D
Common Stock	05/18/2010	S	1,397	D	\$ 130.68	44,473.086	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	
Code	V (A) (D)	Date Exercisable	Expiration Date
		Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACDONALD J RANDALL IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504	Senior Vice President			

## Signatures

D. Cummins on behalf of J. R. MacDonald		05/19/2010
____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).

### Remarks:

Additional transactions are 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.  
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