

BROWDY MICHELLE H  
 Form 4  
 June 12, 2018

**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 \*  
**BROWDY MICHELLE H**

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)

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

**IBM CORPORATION, ONE NEW ORCHARD ROAD**

**06/08/2018**

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

**ARMONK, NY 10504**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 06/08/2018                           |  | M                              | 1,750   | A \$ 0  | 34,867.932   | D   |
| Common Stock                    | 06/08/2018                           |  | F                              | 857   | D \$ 145.405  | 34,010.932   | D   |
| Common Stock                    | 06/08/2018                           |  | M                              | 1,991   | A \$ 0  | 36,001.932   | D   |
| Common Stock                    | 06/08/2018                           |  | F                              | 975   | D \$ 145.405  | 35,026.932   | D   |
| Common Stock                    | 06/09/2018                           |  | M                              | 382   | A \$ 0  | 35,408.932   | D   |

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Common Stock 06/09/2018 F 188 D \$ 145.405 35,220.932 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Rst. Stock Unit                            | \$ 0 <sup>(1)</sup>                                    | 06/08/2018                           |  | A <sup>(1)</sup>               | 8,313   | <sup>(1)</sup> / <sup>(1)</sup>                          | Common Stock  | 8,313                         |
| Rst. Stock Unit                            | \$ 0 <sup>(2)</sup>                                    | 06/08/2018                           |  | M <sup>(3)</sup>               | 1,750   | <sup>(2)</sup> / <sup>(2)</sup>                          | Common Stock  | 1,750                         |
| Rst. Stock Unit                            | \$ 0 <sup>(2)</sup>                                    | 06/08/2018                           |  | M <sup>(3)</sup>               | 1,991   | <sup>(2)</sup> / <sup>(2)</sup>                          | Common Stock  | 1,991                         |
| Rst. Stock Unit                            | \$ 0 <sup>(2)</sup>                                    | 06/09/2018                           |  | M <sup>(3)</sup>               | 382   | <sup>(2)</sup> / <sup>(2)</sup>                          | Common Stock  | 382                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BROWDY MICHELLE H<br>IBM CORPORATION<br>ONE NEW ORCHARD ROAD<br>ARMONK, NY 10504 |               |           | Senior Vice President |       |

## Signatures

A. Gomes da Silva on behalf of M.

Browdy

06/12/2018

\_\_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) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,078 of these units on 06/08/2019, 2,078 of these units on 06/08/2020, 2,078 of these units on 06/08/2021, and 2,079 of these units on 06/08/2022.
- (2) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (3) Release of restricted stock units.

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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