Rhodin Michael D. Form 4 May 09, 2012

### FORM 4

#### **OMB APPROVAL**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rhodin Michael D.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERNATIONAL BUSINESS MACHINES CORP [IBM]

(Check all applicable)

Senior Vice President

(First)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

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

IBM CORPORATION, 550 KING **STREET** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

05/08/2012

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LITTLETON, MA 01460

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	05/08/2012		M	2,103	A	\$ 0	17,777.2724	D	
Common Stock	05/08/2012		F	969	D	\$ 201.38	16,808.2724	D	
Common Stock							3,050	I (1)	spouse
Common Stock							188	I (1)	daughter 1
Common Stock							188	I (1)	daughter 2

Common Stock

188

I (1)

son

SEC 1474

(9-02)

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.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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. Pric Deriv Secur (Instr.	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Rst. Stock Unit	\$ 0 (2)	05/08/2012		M <u>(3)</u>		2,103	(2)	(2)	Common Stock	2,103	\$
Phantom Stock Unit	\$ 0 (4)	05/08/2012		A(5)	35		<u>(6)</u>	<u>(6)</u>	Common Stock	35	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Rhodin Michael D. IBM CORPORATION 550 KING STREET LITTLETON, MA 01460

Senior Vice President

# **Signatures**

D. Cummins on behalf of M. D. Rhodin

05/09/2012

\*\*Signature of Reporting Person

Date

Reporting Owners 2

#### **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) 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.
- (4) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (5) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (6) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer these phantom stock units into an alternative investment account under such plan.

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.