Di Leo Allen Bruno V Form 4 May 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

if no longer

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Di Leo Allen Bruno V

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

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

05/08/2012

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

IBM CORPORATION, C/O SEC'Y'S OFFICE, ONE NEW

ORCHARD ROAD

ARMONK, NY 10570

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

| (City) | (State) | (Zip) Ta | ble I - Non-l | Derivative Securities Acqu | iired, Disposed of | , or Beneficiall | y Owned |
|------------|---------------------|--------------------|---------------|----------------------------|--------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | on(A) or Disposed of (D) | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | Owned | (D) or | Ownership |
| | | | | | Following | Indirect (I) | (Instr. 4) |

Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Common 05/08/2012 1,986 \$0 D M Α 18,387.434 Stock

Common 05/08/2012 F 596 D 17,791,434 D Stock 201.38

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Transaction Derivative 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 Deriva Securi (Instr. |
|---|---|---|---|---|---------|--|--------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Rst. Stock Unit | \$ 0 (1) | 05/08/2012 | | M(2) | 1,986 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,986 | \$ (|

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Di Leo Allen Bruno V IBM CORPORATION, C/O SEC'Y'S OFFICE ONE NEW ORCHARD ROAD ARMONK, NY 10570

Senior Vice President

Signatures

D. Cummins on behalf of B. V. Di Leo Allen

05/09/2012

**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) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (2) 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. 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.

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