

BRISTOL MYERS SQUIBB CO
Form 4
March 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Moed Samuel J

2. Issuer Name and Ticker or Trading Symbol
BRISTOL MYERS SQUIBB CO [BMY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Strat Plan & Analysis

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE
(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

NEW YORK, NY 10154

(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, \$0.10 par value | 03/10/2015 | | M | | 1,173 ⁽¹⁾ | A | \$ 0 41,722.843 D |
| Common Stock, \$0.10 par value | 03/10/2015 | | J | | 744 ⁽²⁾ | A | \$ 0 42,466.843 D |
| Common Stock, \$0.10 par | 03/10/2015 | | F | | 994 ⁽³⁾ | D | \$ 65.53 41,472.843 D |

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| | | | | | | | | |
|--------------------------------|------------|---|--------------------|---|--------------------------|------------|---|--------------------------|
| value | | | | | | | | |
| Common Stock, \$0.10 par value | 03/10/2015 | M | 895 ⁽⁴⁾ | A | \$ 0 | 42,367.843 | D | |
| Common Stock, \$0.10 par value | 03/10/2015 | J | 94 ⁽²⁾ | A | \$ 0 | 42,461.843 | D | |
| Common Stock, \$0.10 par value | 03/10/2015 | F | 513 ⁽³⁾ | D | \$ 65.53 | 41,948.843 | D | |
| Common Stock, \$0.10 par value | 03/10/2015 | S | 10,343 | D | \$ 65.836 ⁽⁵⁾ | 31,605.843 | D | |
| Common Stock, \$0.10 par value | | | | | | 300 | I | By Son #1 ⁽⁶⁾ |
| Common Stock, \$0.10 par value | | | | | | 300 | I | By Son #2 |

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | <u>(7)</u> | 03/10/2015 | | M | | <u>(1)</u> | 03/10/2017 ⁽¹⁾ | | 1,173 |

| | | | | | | | | | |
|--------------------|------------|------------|---|-------|------------|---------------------------|--|--------------------------------|-------|
| Market Share Units | | | | | | | | Common Stock, \$0.10 par value | |
| Market Share Units | <u>(7)</u> | 03/10/2015 | M | 895 | <u>(4)</u> | 03/10/2018 ⁽⁴⁾ | | Common Stock, \$0.10 par value | 895 |
| Market Share Units | <u>(7)</u> | 03/10/2015 | A | 3,383 | <u>(8)</u> | 03/10/2019 ⁽⁸⁾ | | Common Stock, \$0.10 par value | 3,383 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Moed Samuel J BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154 | | | SVP, Strat Plan & Analysis | |

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Samuel J. Moed 03/12/2015

__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) Represents vesting of one-quarter of market share units granted on March 10, 2013.

(2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.

(3) Shares withheld for payment of taxes upon vesting of awards.

(4) Represents vesting of one-quarter of market share units granted on March 10, 2014.

(5) The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$65.77 to \$65.86, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

(6) Shares held in custodial accounts for the benefit of Son #1 under the Uniform Transfer to Minors Act.

(7) Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.

(8) Twenty-five percent of the market share unit award will vest on each of the first, second, third and fourth anniversaries of the grant date.

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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