

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 February 09, 2016

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 *
 Rometty Virginia M

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)
 Chairman, Pres. and CEO

IBM CORPORATION, ONE NEW ORCHARD ROAD

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

(Street)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock | 02/05/2016 | | M | | 21,456 A \$ 91.04 | 31,814.1413 | D |
| Common Stock | 02/05/2016 | | S | | 100 D \$ 125.85 | 31,714.1413 | D |
| Common Stock | 02/05/2016 | | S | | 200 D \$ 125.88 | 31,514.1413 | D |
| Common Stock | 02/05/2016 | | S | | 300 D \$ 125.885 | 31,214.1413 | D |
| Common Stock | 02/05/2016 | | S | | 300 D \$ 125.9 | 30,914.1413 | D |

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| | | | | | | | | |
|--------------|------------|-----|-------|---|------------|--------------|------------------|-------|
| Common Stock | 02/05/2016 | S | 400 | D | \$ 125.91 | 30,514.1413 | D | |
| Common Stock | 02/05/2016 | S | 900 | D | \$ 125.92 | 29,614.1413 | D | |
| Common Stock | 02/05/2016 | S | 150 | D | \$ 125.93 | 29,464.1413 | D | |
| Common Stock | 02/05/2016 | S | 400 | D | \$ 125.94 | 29,064.1413 | D | |
| Common Stock | 02/05/2016 | S | 300 | D | \$ 125.95 | 28,764.1413 | D | |
| Common Stock | 02/05/2016 | S | 300 | D | \$ 125.98 | 28,464.1413 | D | |
| Common Stock | 02/05/2016 | S | 100 | D | \$ 125.99 | 28,364.1413 | D | |
| Common Stock | 02/05/2016 | S | 2,625 | D | \$ 126 | 25,739.1413 | D | |
| Common Stock | 02/05/2016 | S | 800 | D | \$ 126.01 | 24,939.1413 | D | |
| Common Stock | 02/05/2016 | S | 400 | D | \$ 126.03 | 24,539.1413 | D | |
| Common Stock | 02/05/2016 | S | 800 | D | \$ 126.04 | 23,739.1413 | D | |
| Common Stock | 02/05/2016 | S | 300 | D | \$ 126.045 | 23,439.1413 | D | |
| Common Stock | 02/05/2016 | S | 600 | D | \$ 126.05 | 22,839.1413 | D | |
| Common Stock | 02/05/2016 | S | 100 | D | \$ 126.07 | 22,739.1413 | D | |
| Common Stock | 02/05/2016 | S | 800 | D | \$ 126.08 | 21,939.1413 | D | |
| Common Stock | 02/05/2016 | G V | 3,254 | D | \$ 0 | 176,264.6661 | I ⁽¹⁾ | trust |

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)

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| 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Emp. Stock Option (right to buy) | \$ 91.04 | 02/05/2016 | | M | | 05/08/2010 ⁽²⁾ | 05/07/2016 | Common Stock | 21,456 |
| Phantom Stock Unit | \$ 0 ⁽³⁾ | 02/08/2016 | | A ⁽⁴⁾ | 162 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 162 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rometty Virginia M IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504 | | | Chairman, Pres. and CEO | |

Signatures

M. Clemens on behalf of V. M. Rometty
 Date: 02/09/2016

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) 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) This grant vested in four equal annual installments; the last installment vested on the date shown above.
- (3) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (4) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (5) 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 account under such plan.

Remarks:

Additional transactions will be shown on a subsequent Form 4.

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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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