

Bancroft Charles A
 Form 4/A
 January 31, 2019

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 *
 Bancroft Charles A

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)
 12/02/2018

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 EVP & Chief Financial Officer

BRISTOL-MYERS SQUIBB
 COMPANY, 430 E. 29TH STREET,
 14 FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/04/2018

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 10016

(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 (A) or (D) Price | | |
| Common Stock, \$0.10 par value | 12/02/2018 | | M | | 6,401 A \$ 0 | 342,522.283 (1) | D |
| Common Stock, \$0.10 par value | 12/02/2018 | | F | | 2,716 (2) D \$ 53.46 | 339,806.283 (1) | D |

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.

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Restricted Stock Units | (3) | 12/02/2018 | | M | 6,401 | (4) 12/02/2018(4) | Common Stock, \$0.10 par value | 6,401 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bancroft Charles A BRISTOL-MYERS SQUIBB COMPANY 430 E. 29TH STREET, 14 FLOOR NEW YORK, NY 10016 | | | EVP & Chief Financial Officer | |

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Charles A. Bancroft

01/31/2019

__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) Due to a software error, this Form 4 is being amended to report in Column 5 the correct number of securities beneficially owned following the reported transaction.
- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Each restricted stock unit converts into one share of common stock upon vesting.
- (4) Represents final vesting of restricted stock units granted on December 2, 2013.

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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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