#### LOUGHRIDGE MARK

Form 4 May 09, 2008

# FORM 4

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

OMB 3235-0287 Number:

Expires:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, 2005 Estimated average

Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** LOUGHRIDGE MARK |          |          | 2. Issuer Name and Ticker or Trading<br>Symbol<br>INTERNATIONAL BUSINESS<br>MACHINES CORP [IBM] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                             |  |  |  |
|--|----------|----------|---|---|--|--|--|
| (Last)  IBM CORPO ORCHARD I                                |          | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/08/2008                                     | Director 10% Owner _X_ Officer (give title Other (specify below)  Sr. VP and CFO                        |  |  |  |
|  | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year)  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |  |
| ARMONK, NY 10504   |          |          |   | Form filed by More than One Reporting Person  |  |  |  |

| (City)                               | (State)                              | (Zip) Tabl  | le I - Non-I                           | Derivative                            | Secu   | rities Acqu  | ired, Disposed of  | , or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|---------------------------------------|--------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securi<br>or(A) or D<br>(Instr. 3, | ispose | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 05/08/2008                           |   | Code V M                               | Amount 3,579                          | (D)    | Price \$ 0   | 31,046.146   | D  |   |
| Common<br>Stock                      | 05/08/2008                           |   | M                                      | 3,750                                 | A      | \$ 0         | 34,796.146   | D  |   |
| Common<br>Stock                      | 05/08/2008                           |   | F                                      | 1,568                                 | D      | \$<br>124.46 | 33,228.146   | D  |   |
| Common<br>Stock                      | 05/08/2008                           |   | F                                      | 1,643                                 | D      | \$<br>124.46 | 31,585.146   | D  |   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Numb<br>onDerivati<br>Securitic<br>Acquired<br>Disposed<br>(Instr. 3, | ve<br>es<br>d (A) or<br>d of (D) | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Rst.<br>Stock<br>Unit                               | \$ 0 (1)  | 05/08/2008                              |   | A <u>(1)</u>                            | 9,814  |                                  | <u>(1)</u>   | <u>(1)</u>         | Common<br>Stock   | 9,814                                  |
| Rst.<br>Stock<br>Unit                               | \$ 0 (2)  | 05/08/2008                              |   | M <u>(3)</u>                            |  | 3,750                            | (2)  | <u>(2)</u>         | Common<br>Stock   | 3,750                                  |
| Rst.<br>Stock<br>Unit                               | \$ 0 (2)  | 05/08/2008                              |   | M(3)                                    |  | 3,579                            | (2)  | (2)                | Common<br>Stock   | 3,579                                  |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |

Director 10% Owner Officer Othe

LOUGHRIDGE MARK
IBM CORPORATION
NEW ORCHARD ROAD
ARMONK, NY 10504

Sr. VP and CFO

## **Signatures**

D. Cummins for M. Loughridge by power-of-attorney 05/09/2008

\*\*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)** 

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Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 3,271 of these units on 05/08/2009, for 3,271 of these units on 05/08/2010, and for the remaining 3,272 of these units on 05/08/2011.

- (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.

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.