

INTERNATIONAL BUSINESS MACHINES CORP

Form 4

November 21, 2007

**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 \*  
PALMISANO SAMUEL J

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)  
11/19/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, Pres., and CEO

IBM CORPORATION, NEW ORCHARD ROAD

(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

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 or Price		
Common Stock	11/19/2007		M		1,954 A \$ 51.155		D
Common Stock	11/19/2007		M		118,046 A \$ 51.155		D
Common Stock	11/19/2007		S		5,600 D \$ 104.4		D
Common Stock	11/19/2007		S		1,000 D \$ 104.44		D
Common Stock	11/19/2007		S		3,400 D \$ 104.42		D

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Common Stock	11/19/2007	S	2,700	D	\$ 104.43	147,570.8311	D	
Common Stock	11/19/2007	S	1,100	D	\$ 104.41	146,470.8311	D	
Common Stock	11/19/2007	S	4,100	D	\$ 104.45	142,370.8311	D	
Common Stock	11/19/2007	S	6,100	D	\$ 104.46	136,270.8311	D	
Common Stock	11/19/2007	S	5,000	D	\$ 104.48	131,270.8311	D	
Common Stock	11/19/2007	S	5,000	D	\$ 104.5	126,270.8311	D	
Common Stock	11/19/2007	S	4,600	D	\$ 104.55	121,670.8311	D	
Common Stock	11/19/2007	S	200	D	\$ 104.57	121,470.8311	D	
Common Stock	11/19/2007	S	200	D	\$ 104.58	121,270.8311	D	
Common Stock	11/19/2007	S	15,700	D	\$ 104.6	105,570.8311	D	
Common Stock	11/19/2007	S	10,500	D	\$ 104.61	95,070.8311	D	
Common Stock	11/19/2007	S	2,600	D	\$ 104.63	92,470.8311	D	
Common Stock	11/19/2007	S	2,700	D	\$ 104.65	89,770.8311	D	
Common Stock	11/19/2007	S	800	D	\$ 104.66	88,970.8311	D	
Common Stock	11/19/2007	S	200	D	\$ 104.67	88,770.8311	D	
Common Stock	11/19/2007	S	4,200	D	\$ 104.68	84,570.8311	D	
Common Stock	11/19/2007	S	100	D	\$ 104.69	84,470.8311	D	
Common Stock	11/19/2007	S	9,100	D	\$ 104.7	75,370.8311	D	
Common Stock	11/19/2007	S	100	D	\$ 104.71	75,270.8311	D	
						<u>(1)</u>		
Common Stock						123	I <u>(2)</u>	daughter
						343	I <u>(2)</u>	son 1

Common Stock			
Common Stock	123	I <u>(2)</u>	son 2
Common Stock	121,128	I <u>(2)</u>	spouse

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. 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 Number of Shares
Emp. Stock Option (right to buy)	\$ 51.155	11/19/2007		M	1,954	02/24/2002 <sup>(3)</sup>	02/23/2008	Common Stock	1,954
Emp. Stock Option (right to buy)	\$ 51.155	11/19/2007		M	118,046	02/24/2002 <sup>(3)</sup>	02/23/2008	Common Stock	118,046

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO SAMUEL J IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504	X		Chairman, Pres., and CEO	

## Signatures

M. SooHoo for S. J. Palmisano by  
power-of-attorney

11/21/2007

\_\_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) Includes 35,000 shares acquired as a result of the stock option exercises reported herein.
- (2) 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.
- (3) This grant vested in four equal annual installments; the last installment vested on the date shown above.

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