

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 May 20, 2008

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 *
 Shaughnessy Timothy S

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)
 IBM CORPORATION, NEW ORCHARD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

ARMONK, NY 10504

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 05/19/2008 | | M | | 955 | A | \$ 104.71 | 10,752.225 | D | |
| Common Stock | 05/19/2008 | | M | | 11,045 | A | \$ 104.71 | 21,797.225 | D | |
| Common Stock | 05/19/2008 | | M | | 26,996 | A | \$ 105.96 | 48,793.225 | D | |
| Common Stock | 05/19/2008 | | S | | 18,220 | D | \$ 127.9 | 30,573.225 | D | |
| Common Stock | 05/19/2008 | | S | | 2,700 | D | \$ 127.91 | 27,873.225 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------------------------|------------------|--------|
| Common Stock | 05/19/2008 | S | 200 | D | \$ 127.92 | 27,673.225 | D | |
| Common Stock | 05/19/2008 | S | 100 | D | \$ 127.93 | 27,573.225 | D | |
| Common Stock | 05/19/2008 | S | 1,000 | D | \$ 127.96 | 26,573.225 | D | |
| Common Stock | 05/19/2008 | S | 300 | D | \$ 127.98 | 26,273.225 | D | |
| Common Stock | 05/19/2008 | S | 100 | D | \$ 128 | 26,173.225 | D | |
| Common Stock | 05/19/2008 | S | 100 | D | \$ 128.01 | 26,073.225 | D | |
| Common Stock | 05/19/2008 | S | 600 | D | \$ 128.03 | 25,473.225 | D | |
| Common Stock | 05/19/2008 | S | 2,600 | D | \$ 128.04 | 22,873.225 | D | |
| Common Stock | 05/19/2008 | S | 700 | D | \$ 128.05 | 22,173.225 | D | |
| Common Stock | 05/19/2008 | S | 300 | D | \$ 128.06 | 21,873.225 | D | |
| Common Stock | 05/19/2008 | S | 700 | D | \$ 128.08 | 21,173.225 | D | |
| Common Stock | 05/19/2008 | S | 2,000 | D | \$ 128.09 | 19,173.225 | D | |
| Common Stock | 05/19/2008 | S | 600 | D | \$ 128.1 | 18,573.225 | D | |
| Common Stock | 05/19/2008 | S | 200 | D | \$ 128.11 | 18,373.225 | D | |
| Common Stock | 05/19/2008 | S | 200 | D | \$ 128.12 | 18,173.225 | D | |
| Common Stock | 05/19/2008 | S | 7,700 | D | \$ 128.13 | 10,473.225 | D | |
| Common Stock | 05/19/2008 | S | 636 | D | \$ 128.14 | 9,837.225 | D | |
| Common Stock | 05/19/2008 | S | 500 | D | \$ 128.15 | 9,337.225 | D | |
| Common Stock | 05/19/2008 | S | 100 | D | \$ 128.16 | 9,237.225 | D | |
| Common Stock | 05/19/2008 | S | 30 | D | \$ 128.2 | 9,207.225 ⁽³⁾ | D | |
| | 05/19/2008 | M | 955 | A | | 0 ⁽³⁾ | I ⁽¹⁾ | spouse |

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|--------------|------------|--|---|-------|---|-----------|--------------------------|------------------|--------|
| Common Stock | | | | | | \$ 104.71 | | | |
| Common Stock | 05/19/2008 | | M | 1,545 | A | \$ 104.71 | 1,340.977 ⁽⁴⁾ | I ⁽¹⁾ | spouse |

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Emp. Stock Option (right to buy) | \$ 104.71 | 05/19/2008 | | M | 11,045 | 02/27/2005 ⁽²⁾ 02/26/2011 | Common Stock | 11,045 |
| Emp. Stock Option (right to buy) | \$ 105.96 | 05/19/2008 | | M | 26,996 | 02/24/2008 ⁽²⁾ 02/23/2014 | Common Stock | 26,996 |
| Emp. Stock Option (right to buy) | \$ 104.71 | 05/19/2008 | | M | 955 | 02/27/2005 ⁽²⁾ 02/26/2011 | Common Stock | 955 |
| Emp. Stock Option (right to buy) | \$ 104.71 | 05/19/2008 | | M | 955 | 02/27/2005 ⁽²⁾ 02/26/2011 | Common Stock | 955 |
| Emp. Stock Option | \$ 104.71 | 05/19/2008 | | M | 1,545 | 02/27/2005 ⁽²⁾ 02/26/2011 | Common Stock | 1,545 |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaughnessy Timothy S IBM CORPORATION, NEW ORCHARD ROAD ARMONK, NY 10504 | | | Senior Vice President | |

Signatures

M. SooHoo for T. S. Shaughnessy by
power-of-attorney

05/20/2008

__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) 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) The amount shown above in column 5 (9,207.225 shares) includes 955 shares acquired by spouse upon the stock option exercise disclosed in Table II.
- (4) This amount reflects the sale of 1,545 shares acquired by spouse upon the stock option exercise disclosed in Table II, which shares were sold as reflected above.

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