

Celentano John E
 Form 4
 March 06, 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 *
 Celentano John E

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)
 03/04/2008

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP Strat & Productivity Trans

BRISTOL-MYERS SQUIBB
 COMPANY, RT. 206 &
 PROVINCELINE 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

PRINCETON, NJ 08540

(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 (D) Price			
Common Stock, \$0.10 par value	03/04/2008		F	788 ⁽¹⁾ D \$ 22.14	56,640 ⁽²⁾	D	
Common Stock, \$0.10 par value					3,073.2 ⁽³⁾	I	By BMY Savings & Investment Program

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)

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 Shares
Executive Option (right to buy)	\$ 22.14	03/04/2008		A	104,594	<u>(4)</u> 03/03/2018	Common Stock, \$0.10 par value 104,59
Restricted Stock Units	<u>(5)</u>	03/04/2008		A	7,981	<u>(6)</u> <u>(6)</u>	Common Stock, \$0.10 par value 7,981

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Celentano John E
BRISTOL-MYERS SQUIBB COMPANY
RT. 206 & PROVINCELINE ROAD
PRINCETON, NJ 08540

SVP Strat & Productivity Trans

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact

03/06/2008

__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) Shares withheld for payment of taxes upon vesting of restricted stock.
- (2) Includes unvested restricted stock awards.
- (3) Based on a plan statement as of the end of the most recent fiscal quarter.

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- Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and
- (4) remains at that price for seven consecutive trading days. Shares vest 25% per year, on a cumulative basis, commencing one year after the grant date.
 - (5) Each restricted stock unit converts into one share of common stock upon vesting.
 - (6) One-third of the restricted stock units will vest on each of the third, fourth and fifth anniversaries of the grant date and be converted into shares of common stock.

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.