HOOPER ANTHONY C

Form 4 March 06, 2008

FORM 4

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

OMB Number:

Expires:

response...

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Check this box

if no longer subject to Section 16.

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

Estimated average burden hours per

OMB APPROVAL

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOOPER ANTHONY C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BRISTOL MYERS SQUIBB CO

(Check all applicable)

[(BMY)]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title below)

(Month/Day/Year)

03/04/2008

President US Pharmaceuticals

BRISTOL-MYERS SQUIBB COMPANY, RT. 206 & PROVINCELINE ROAD

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Zip)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

PRINCETON, NJ 08540

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	171,495		<u>(1)</u>	03/03/2018	Common Stock, \$0.10 par value	171,49
Restricted Stock Units	(2)	03/04/2008		A	13,077		(3)	(3)	Common Stock, \$0.10 par value	13,077

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOOPER ANTHONY C BRISTOL-MYERS SQUIBB COMPANY RT. 206 & PROVINCELINE ROAD PRINCETON, NJ 08540

President US Pharmaceuticals

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).
- 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 (1) 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.
- (2) Each restricted stock unit converts into one share of common stock upon vesting.
- (3) 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.

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