

KELLY JOHN E III  
Form 4  
January 02, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KELLY JOHN E III

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, ONE NEW  
ORCHARD ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/30/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior Vice President

(Street)  
ARMONK, NY 10504

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 12/30/2018                              |                                                             | M                                    | 13,980                                                                  | A \$ 0                                                                                                             | 68,702.9252                                                             | D                                                                              |
| Common<br>Stock                       | 12/30/2018                              |                                                             | F                                    | 6,847                                                                   | D \$ 113.64                                                                                                        | 61,855.9252                                                             | D                                                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 65                                                                      | I (1) son                                                                      |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 114                                                                     | I (1) spouse<br>trust                                                          |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 26,317                                                                  | I (1) trust 1                                                                  |

|                 |        |              |         |
|-----------------|--------|--------------|---------|
| Common<br>Stock | 12,886 | I <u>(1)</u> | trust 2 |
|-----------------|--------|--------------|---------|

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.**

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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                          | Amount<br>or<br>Number<br>of Shares |
| Rst.<br>Stock<br>Unit                               | \$ 0 <u>(2)</u>                                                    | 12/30/2018                              |                                                             | M <u>(3)</u>                         | 13,980                                                                                                       | <u>(2)</u>                                                     | <u>(2)</u>                                                          | Common<br>Stock                | 13,980                              |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |                             |       |
|---------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                 | Director      | 10% Owner | Officer                     | Other |
| KELLY JOHN E III<br>IBM CORPORATION<br>ONE NEW ORCHARD ROAD<br>ARMONK, NY 10504 |               |           | Senior<br>Vice<br>President |       |

## Signatures

M. Clemens on behalf of J. E.  
Kelly III

01/02/2019

\_\_\_\_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) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.

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### (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.

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