

IWATA JON C  
Form 4  
August 07, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
IWATA JON C

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)  
08/06/2009

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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 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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		Security (Instr. 5)																																	
<table border="0" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%;"></td> <td style="width:15%;"></td> <td style="width:15%;"></td> <td style="width:10%;"></td> <td style="width:15%;"></td> <td style="width:15%;"></td> <td style="width:15%;"></td> <td style="width:10%;"></td> <td style="width:15%;"></td> </tr> <tr> <td></td> <td></td> <td></td> <td style="text-align: center;">Code</td> <td style="text-align: center;">V</td> <td style="text-align: center;">(A)</td> <td style="text-align: center;">(D)</td> <td style="text-align: center;">Date Exercisable</td> <td style="text-align: center;">Expiration Date</td> <td style="text-align: center;">Title</td> <td style="text-align: center;">Amount or Number of Shares</td> <td></td> </tr> <tr> <td>Phantom Stock Unit</td> <td>\$ 0 <sup>(1)</sup></td> <td>08/06/2009</td> <td style="text-align: center;">A</td> <td style="text-align: center;">(2)</td> <td style="text-align: center;">23</td> <td></td> <td style="text-align: center;"><sup>(3)</sup></td> <td style="text-align: center;"><sup>(3)</sup></td> <td style="text-align: center;">Common Stock</td> <td style="text-align: center;">23</td> <td style="text-align: center;">\$ 0</td> </tr> </table>																					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Phantom Stock Unit	\$ 0 <sup>(1)</sup>	08/06/2009	A	(2)	23		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	23	\$ 0
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																															
Phantom Stock Unit	\$ 0 <sup>(1)</sup>	08/06/2009	A	(2)	23		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	23	\$ 0																														

### Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer                      Other
IWATA JON C IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504	Senior Vice President

### Signatures

D. Cummins for J. C. Iwata by  
 power-of-attorney 08/07/2009

\*\*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) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (2) Acquisition of phantom stock units under the IBM Excess 401(k) Plus Plan.
- (3) Distribution of phantom stock units under the IBM Excess 401(k) Plus Plan is deferred until separation from the company. The reporting person may transfer these phantom stock units into an alternative investment account under such plan.

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.