

KELLY JOHN E III  
 Form 4  
 May 17, 2010

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/14/2010**

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

**IBM CORPORATION, P.O. BOX 218**

(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

**YORKTOWN HEIGHTS, NY 10598**

(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 or Price		
Common Stock	05/14/2010		S		210	D	\$ 129.74 66,304.187 D
Common Stock	05/14/2010		S		900	D	\$ 129.76 65,404.187 D
Common Stock	05/14/2010		S		110	D	\$ 129.77 65,294.187 D
Common Stock	05/14/2010		S		50	D	\$ 129.8 65,244.187 D
Common Stock	05/14/2010		S		800	D	\$ 129.86 64,444.187 D

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Common Stock	05/14/2010	S	600	D	\$ 129.88	63,844.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.895	63,744.187	D
Common Stock	05/14/2010	S	700	D	\$ 129.9	63,044.187	D
Common Stock	05/14/2010	S	400	D	\$ 129.96	62,644.187	D
Common Stock	05/14/2010	S	900	D	\$ 129.97	61,744.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 129.98	60,544.187	D
Common Stock	05/14/2010	S	100	D	\$ 129.99	60,444.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.01	59,244.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.07	58,044.187	D
Common Stock	05/14/2010	S	1,200	D	\$ 130.08	56,844.187	D
Common Stock	05/14/2010	S	500	D	\$ 130.09	56,344.187	D
Common Stock	05/14/2010	S	200	D	\$ 130.1	56,144.187	D
Common Stock	05/14/2010	S	800	D	\$ 130.11	55,344.187	D
Common Stock	05/14/2010	S	400	D	\$ 130.12	54,944.187	D
Common Stock	05/14/2010	S	700	D	\$ 130.13	54,244.187	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Own... Follow... Repo... Trans... (Instr...

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY JOHN E III
IBM CORPORATION
P.O. BOX 218
YORKTOWN HEIGHTS, NY 10598

Senior Vice President

Signatures

D. Cummins on behalf of J. E. Kelly III

05/17/2010

\*\*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).

Remarks:

Additional transactions will be shown on a subsequent Form 4.

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.