

Adkins Rodney C
Form 4
February 09, 2012

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 *
Adkins Rodney 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)

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

IBM CORPORATION, 294 ROUTE 100

02/08/2012

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SOMERS, NY 10589

(City) (State) (Zip)

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

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)	Price			
				Code	V	Amount	(D)	Price

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

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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;"> <thead> <tr> <th style="width: 5%;"></th> <th style="width: 5%;"></th> <th style="width: 5%;"></th> <th style="width: 5%;">Code</th> <th style="width: 5%;">V</th> <th style="width: 5%;">(A)</th> <th style="width: 5%;">(D)</th> <th style="width: 5%;">Date Exercisable</th> <th style="width: 5%;">Expiration Date</th> <th style="width: 5%;">Title</th> <th style="width: 5%;">Amount or Number of Shares</th> <th style="width: 5%;"></th> </tr> </thead> <tbody> <tr> <td>Phantom Stock Unit</td> <td>\$ 0 ⁽¹⁾</td> <td>02/08/2012</td> <td>A⁽²⁾</td> <td></td> <td>7</td> <td></td> <td>⁽³⁾</td> <td>⁽³⁾</td> <td>Common Stock</td> <td>7</td> <td>\$ 0</td> </tr> </tbody> </table>											Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Phantom Stock Unit	\$ 0 ⁽¹⁾	02/08/2012	A ⁽²⁾		7		⁽³⁾	⁽³⁾	Common Stock	7	\$ 0
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																					
Phantom Stock Unit	\$ 0 ⁽¹⁾	02/08/2012	A ⁽²⁾		7		⁽³⁾	⁽³⁾	Common Stock	7	\$ 0																				

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
Adkins Rodney C IBM CORPORATION 294 ROUTE 100 SOMERS, NY 10589	Senior Vice President

Signatures

D. Cummins on behalf of R. C. Adkins 02/09/2012

__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.
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