

BRISTOL MYERS SQUIBB CO  
Form 8-K  
December 05, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported): December 4, 2007

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**BRISTOL-MYERS SQUIBB COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-1136**  
(Commission File Number)

**345 Park Avenue**

**New York, NY, 10154**

(Address of Principal Executive Office)

**22-079-0350**  
(IRS Employer

Identification Number)

Registrant's telephone number, including area code: (212) 546-4000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On December 4, 2007, the Company's Board of Directors, upon the recommendation of the Committee on Directors and Corporate Governance, elected Alan J. Lacy to serve as a member of the Board of Directors. His election is effective January 2, 2008. The size of the Board of Directors was increased to ten in connection with Mr. Lacy's election.

Mr. Lacy serves as a senior advisor to Oak Hill Capital Partners, L.P., a private equity investment firm. The Board of Directors has determined that Mr. Lacy is independent under the New York Stock Exchange Listing Standards and the under the independence standards adopted by the Board of Directors. Mr. Lacy will serve as a member of the Audit Committee. He will stand for election by the Company's stockholders at the Annual Meeting of Stockholders in May 2008.

Mr. Lacy was not selected as a director pursuant to any arrangement or understanding between him and any other person. There are no related party transactions between the Company and Mr. Lacy.

Mr. Lacy will receive compensation for his services on the Board of Directors and the Audit Committee in accordance with the Company's standard compensatory arrangement for non-employee directors, including an annual retainer of \$55,000, a per meeting fee of \$2,000 and an annual award of 3,500 deferred share units under the 1987 Deferred Compensation Plan for Non-Employee Directors.

A copy of the press release announcing Mr. Lacy's election is attached to this report as Exhibit 99.1.

**Item 9.01. Financial Statement and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                    |
|--------------------|---------------------------------------|
| 99.1               | Press release dated December 4, 2007. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bristol-Myers Squibb Company

Dated: December 4, 2007

By: /s/ Sandra Leung

Name: Sandra Leung

Title: Senior Vice President, General Counsel & Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                    |
|--------------------|---------------------------------------|
| 99.1               | Press release dated December 4, 2007. |