

Shaughnessy Timothy S  
 Form 4  
 June 11, 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 \*  
 Shaughnessy Timothy S

2. Issuer Name and Ticker or Trading Symbol  
 INTERNATIONAL BUSINESS MACHINES CORP [IBM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

(Last) (First) (Middle)  
 IBM CORPORATION, 294 ROUTE 100  
 (Street)  
 SOMERS, NY 10589  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/08/2012  
 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

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/08/2012		M	278	A \$ 0	2,509.964	I <sup>(1)</sup> spouse
Common Stock	06/08/2012		F	99	D \$ 193.92	2,410.964	I <sup>(1)</sup> spouse
Common Stock	06/08/2012		M	213	A \$ 0	2,623.964	I <sup>(1)</sup> spouse
Common Stock	06/08/2012		F	76	D \$ 193.92	2,547.964	I <sup>(1)</sup> spouse
Common Stock	06/08/2012		M	204	A \$ 0	2,751.964	I <sup>(1)</sup> spouse

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Common Stock 06/08/2012 F 73 D \$ 193.92 2,678.964 I <sup>(1)</sup> spouse  
 Common Stock 13,576.978 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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Rst. Stock Unit	\$ 0 <sup>(2)</sup>	06/08/2012		M <sup>(3)</sup>	278	<sup>(2)</sup> <sup>(2)</sup>	Common Stock	278 \$
Rst. Stock Unit	\$ 0 <sup>(2)</sup>	06/08/2012		M <sup>(3)</sup>	213	<sup>(2)</sup> <sup>(2)</sup>	Common Stock	213 \$
Rst. Stock Unit	\$ 0 <sup>(2)</sup>	06/08/2012		M <sup>(3)</sup>	204	<sup>(2)</sup> <sup>(2)</sup>	Common Stock	204 \$
Rst. Stock Unit	\$ 0 <sup>(4)</sup>	06/08/2012		A <sup>(4)</sup>	625	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	625 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaughnessy Timothy S IBM CORPORATION			Senior Vice President	

294 ROUTE 100  
SOMERS, NY 10589

## Signatures

M. F. SooHoo on behalf of T. S.  
Shaughnessy

06/11/2012

\_\_\_\_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) 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.
- (3) Release of restricted stock units.
- (4) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 156 of these units on June 8, 2013, for 156 of these units on June 8, 2014, for 156 of these units on June 8, 2015, and for the remaining 157 of these units on June 8, 2016.

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.