

Adkins Rodney C  
Form 4  
July 28, 2008

**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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

IBM CORPORATION, 294 ROUTE 100

07/25/2008

Senior Vice President

(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

SOMERS, NY 10589

(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)
				(A) or (D)	Price		
Common Stock	07/25/2008		M	5,260 A	\$ 78.13	13,150.4523	D
Common Stock	07/25/2008		M	8,438 A	\$ 88.955	21,588.4523	D
Common Stock	07/25/2008		M	1,883 A	\$ 92.12	23,471.4523	D
Common Stock	07/25/2008		M	25,029 A	\$ 97.59	48,500.4523	D
Common Stock	07/25/2008		M	16,050 A	\$ 101.33	64,550.4523	D

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Common Stock	07/25/2008	M	8,274	A	\$ 103.25	72,824.4523	D
Common Stock	07/25/2008	M	19,145	A	\$ 104.71	91,969.4523	D
Common Stock	07/25/2008	M	24,746	A	\$ 105.96	116,715.4523	D
Common Stock	07/25/2008	S	100	D	\$ 128.07	116,615.4523	D
Common Stock	07/25/2008	S	200	D	\$ 128.08	116,415.4523	D
Common Stock	07/25/2008	S	1,200	D	\$ 128.09	115,215.4523	D
Common Stock	07/25/2008	S	10,900	D	\$ 128.1	104,315.4523	D
Common Stock	07/25/2008	S	9,200	D	\$ 128.11	95,115.4523	D
Common Stock	07/25/2008	S	4,200	D	\$ 128.12	90,915.4523	D
Common Stock	07/25/2008	S	200	D	\$ 128.13	90,715.4523	D
Common Stock	07/25/2008	S	200	D	\$ 128.15	90,515.4523	D
Common Stock	07/25/2008	S	700	D	\$ 128.16	89,815.4523	D
Common Stock	07/25/2008	S	200	D	\$ 128.17	89,615.4523	D
Common Stock	07/25/2008	S	900	D	\$ 128.19	88,715.4523	D
Common Stock	07/25/2008	S	400	D	\$ 128.2	88,315.4523	D
Common Stock	07/25/2008	S	4,700	D	\$ 128.21	83,615.4523	D
Common Stock	07/25/2008	S	1,200	D	\$ 128.215	82,415.4523	D
Common Stock	07/25/2008	S	2,100	D	\$ 128.22	80,315.4523	D
Common Stock	07/25/2008	S	500	D	\$ 128.225	79,815.4523	D
Common Stock	07/25/2008	S	1,946	D	\$ 128.23	77,869.4523	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Emp. Stock Option (right to buy)	\$ 103.25	07/25/2008		M	8,274	02/29/2004 <sup>(1)</sup> 02/28/2010	Common Stock 8,274
Emp. Stock Option (right to buy)	\$ 88.955	07/25/2008		M	8,438	02/23/2003 <sup>(1)</sup> 02/22/2009	Common Stock 8,438
Emp. Stock Option (right to buy)	\$ 104.71	07/25/2008		M	19,145	02/27/2005 <sup>(1)</sup> 02/26/2011	Common Stock 19,145
Emp. Stock Option (right to buy)	\$ 97.59	07/25/2008		M	25,029	02/26/2006 <sup>(1)</sup> 02/25/2012	Common Stock 25,029
Emp. Stock Option (right to buy)	\$ 105.96	07/25/2008		M	24,746	02/24/2008 <sup>(1)</sup> 02/23/2014	Common Stock 24,746
Emp. Stock Option	\$ 92.12	07/25/2008		M	1,883	03/08/2008 <sup>(2)</sup> 03/07/2015	Common Stock 1,883

(right to buy)

Emp.

Stock

Option \$ 101.33 07/25/2008  
(right to buy)

M

16,050

03/08/2008<sup>(3)</sup>

03/07/2015

Common Stock

16,050

Emp.

Stock

Option \$ 78.13 07/25/2008  
(right to buy)

M

5,260

02/25/2007<sup>(1)</sup>

02/24/2013

Common Stock

5,260

## 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 for R. C. Adkins by  
power-of-attorney

07/28/2008

\_\_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) This grant vested in four equal annual installments; the last installment vested on the date shown above.

(2) This grant vested in one installment on the date shown above.

(3) This grant vests in four equal annual installments; the most recent vesting occurred on the date shown above.

### Remarks:

Additional sales 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.

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