#### JACKSON SHIRLEY A

Form 4 January 02, 2009

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* JACKSON SHIRLEY A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL BUSINESS MACHINES CORP [IBM]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

12/31/2008

X\_ Director Officer (give title

10% Owner Other (specify

RENSSELAER POLYTECHNIC INSTITUTE, TROY BUILDING, 110 8TH ST.

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

TROY, NY 12180

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: JACKSON SHIRLEY A - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	. Nun	nber	6. Date Exercisable and		7. Title and Amount of		8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction		onof		Expiration Date		Underlying Securities		Derivati
Security	or Exercise		any	Code	Γ	Deriva	tive	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) S	Securit	ties					(Instr. 5
	Derivative				Α	Acquir	ed					
	Security				(,	A) or						
					Γ	Dispos	ed					
					o	of (D)						
					(]	Instr.	3, 4,					
					a	nd 5)						
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
						,	` '	Exercisable	Date		or	
											Number	
											of	
											Shares	
Promised	\$ 0 (1)	12/31/2008		A(2)	,	693		(3)	(3)	Common	693	\$ 84.2
Fee Share	3 U <u>(1)</u>	12/31/2008		A <u>(-)</u>	,	073		(3)	(3)	Stock	093	Ф 04.2

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>, F</b>	Director	10% Owner	Officer	Other			
JACKSON SHIRLEY A RENSSELAER POLYTECHNIC INSTITUTE TROY BUILDING, 110 8TH ST. TROY, NY 12180	X						
<b>o</b> : .							

# **Signatures**

D. Cummins for S. A. Jackson by power-of-attorney

01/02/2009

\*\*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).
- Promised Fee Shares under the IBM Board of Directors Deferred Compensation and Equity Award Plan are paid out after retirement in **(1)** the company's common stock or cash.
- Deferral of fees into Promised Fee Shares under the terms of the IBM Board of Directors Deferred Compensation and Equity Award Plan. **(2)**
- Distribution of Promised Fee Shares under the IBM Board of Directors Deferred Compensation and Equity Award Plan is deferred until (3) retirement.

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.

Reporting Owners 2