

KERN R. FRANKLIN III  
 Form 4  
 April 29, 2011

**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 \*  
**KERN R. FRANKLIN III**

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)  
**04/28/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**IBM CORPORATION, ONE NORTH CASTLE DRIVE**

(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

**ARMONK, NY 10504**

(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)		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)
				Code	V Amount (D) Price			
Common Stock	04/28/2011		S	400	D \$ 170.36	11,624	D	
Common Stock	04/28/2011		S	351	D \$ 170.3601	11,273	D	
Common Stock	04/28/2011		S	1,800	D \$ 170.37	9,473	D	
Common Stock	04/28/2011		S	400	D \$ 170.38	9,073	D	
Common Stock	04/28/2011		S	800	D \$ 170.39	8,273	D	

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Common Stock	04/28/2011	S	100	D	\$ 170.4	8,173	D
Common Stock	04/28/2011	S	900	D	\$ 170.42	7,273	D
Common Stock	04/28/2011	S	300	D	\$ 170.43	6,973	D
Common Stock	04/28/2011	S	500	D	\$ 170.46	6,473	D
Common Stock	04/28/2011	S	100	D	\$ 170.47	6,373	D
Common Stock	04/28/2011	S	700	D	\$ 170.52	5,673	D
Common Stock	04/28/2011	S	800	D	\$ 170.53	4,873	D
Common Stock	04/28/2011	S	778	D	\$ 170.54	4,095	D
Common Stock	04/28/2011	S	50	D	\$ 170.547	4,045	D
Common Stock	04/28/2011	S	650	D	\$ 170.55	3,395	D
Common Stock	04/28/2011	S	500	D	\$ 170.56	2,895	D
Common Stock	04/28/2011	S	640	D	\$ 170.57	2,255	D
Common Stock	04/28/2011	S	800	D	\$ 170.58	1,455	D
Common Stock	04/28/2011	S	200	D	\$ 170.59	1,255	D
Common Stock	04/28/2011	S	300	D	\$ 170.6	955	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Own

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERN R. FRANKLIN III IBM CORPORATION ONE NORTH CASTLE DRIVE ARMONK, NY 10504			Senior Vice President	

## Signatures

D. Cummins on behalf of R. F. Kern III  
 04/29/2011  
 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).
- 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.