

BRISTOL MYERS SQUIBB CO
Form 4
February 08, 2016

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 *
ANDREOTTI LAMBERTO

2. Issuer Name and Ticker or Trading Symbol
BRISTOL MYERS SQUIBB CO
[BMY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE

(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

NEW YORK, NY 10154

(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)
			Code	V	Amount or Price		
Common Stock, \$0.10 par value	02/04/2016		M		29,240 ⁽¹⁾	A	\$ 0 339,664 D
Common Stock, \$0.10 par value	02/04/2016		J		29,240 ⁽²⁾	A	\$ 0 368,904 D
Common Stock, \$0.10 par	02/04/2016		F		30,268 ⁽³⁾	D	\$ 59.7 338,636 D

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value								
Common Stock, \$0.10 par value	02/04/2016	M	<u>55,227</u> ⁽¹⁾	A	\$ 0	393,863	D	
Common Stock, \$0.10 par value	02/04/2016	J	<u>43,237</u> ⁽²⁾	A	\$ 0	437,100	D	
Common Stock, \$0.10 par value	02/04/2016	F	<u>54,993</u> ⁽³⁾	D	\$ 59.7	382,107	D	
Common Stock, \$0.10 par value	02/04/2016	M	<u>63,713</u> ⁽¹⁾	A	\$ 0	445,820	D	
Common Stock, \$0.10 par value	02/04/2016	J	<u>13,092</u> ⁽²⁾	A	\$ 0	458,912	D	
Common Stock, \$0.10 par value	02/04/2016	F	<u>42,858</u> ⁽³⁾	D	\$ 59.7	416,054	D	
Common Stock, \$0.10 par value						100,000	I	2015 Trust

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

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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. (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Share Units	(4)	02/04/2016	M				(1)	02/04/2016	Common Stock, \$0.10 par value	29,240
Market Share Units	(4)	02/04/2016	M				(1)	02/04/2016	Common Stock, \$0.10 par value	55,227
Market Share Units	(4)	02/04/2016	M				(1)	02/04/2016	Common Stock, \$0.10 par value	63,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREOTTI LAMBERTO BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154			X	

Signatures

/s/ Katherine Kelly, attorney-in-fact for Lamberto
Andreotti

02/08/2016

__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).

These market share units vested in connection with the reporting person's retirement as the Company's Chief Executive Officer as of

(1) August 3, 2015. However, the reporting person was not entitled to receipt of the shares underlying this portion of the original award until the 409A deferral period lapsed on February 4, 2016.

(2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.

(3) Shares withheld for payment of taxes upon vesting of awards.

(4) Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.

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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