

BRISTOL MYERS SQUIBB CO

Form 4

March 14, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(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)

BRISTOL-MYERS SQUIBB  
COMPANY, 345 PARK AVENUE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2017

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

NEW YORK, NY 10154

(City) (State) (Zip)

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.10 par<br>value | 03/10/2017                              |                                                             | M                                    | 102,174<br>(1)                                                          | A \$ 0 1,060,105                                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock,<br>\$0.10 par<br>value | 03/10/2017                              |                                                             | F                                    | 56,993<br>(2)                                                           | D \$ 58.32 1,003,112                                                                                               | D                                                                       |                                                                                |
| Common<br>Stock,<br>\$0.10 par          |                                         |                                                             |                                      |                                                                         | 200,000                                                                                                            | I                                                                       | 2016<br>Trust                                                                  |

value

Common  
Stock,  
\$0.10 par  
value

41,273

I

2015  
Trust

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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                 |                                         |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|-----------------|-----------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration Date | Title                                   | Amount<br>Underlying<br>Security |
| Performance<br>Shares                               | (3)                                                                   | 03/10/2017                              |                                                             | M                                       |                                                                                                           | 102,174                                                        | (1) | (3)                                                            | 03/10/2017(3)   | Common<br>Stock,<br>\$0.10 par<br>value | 10                               |

## Reporting Owners

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

## Signatures

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

03/14/2017

\*\*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)

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Amount represents distribution of performance shares earned under the 2014-2016 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.

- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.

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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