JACKSON SHIRLEY A

Form 4 October 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

(Last)

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)

3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2008

X_ Director Officer (give title

10% Owner Other (specify

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

(First)

(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)

(Zip)

(Middle)

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)

(State)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

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

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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)

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	1. Title of	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4.	5. 1	Vumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		f 8. Price Derivati Security (Instr. 5
	Derivative				Transac	tionof						
	Security (Instr. 3)				Code (Instr. 8	De	ivative	(Month/Day/Year)		(Instr. 3 and 4)		
) Sec	urities					
		Derivative				Ac	quired					
		Security				(A)	or					
		·				Dis	posed					
						of (
							str. 3, 4					
						and		,				
							·	_		·		
					Code V	V (A	.) (D)		Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
	Promised Fac Share	\$ 0 <u>(1)</u>	09/30/2008		A(2)	43	8	(3)	(3)	Common	438	\$ 114.
	Fee Share									Stock		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JACKSON SHIRLEY A
RENSSELAER POLYTECHNIC INSTITUTE
TROY BUILDING, 110 8TH ST.
TROY, NY 12180

Signatures

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

10/01/2008

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

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