

PALMISANO SAMUEL J  
 Form 4  
 August 29, 2008

**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 \*  
 PALMISANO SAMUEL J

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)  
 08/28/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, Pres., and CEO

IBM CORPORATION, NEW ORCHARD ROAD  
 (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) (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	08/28/2008		S		1,000	D	\$ 124.77 169,352.9922 D
Common Stock	08/28/2008		S		600	D	\$ 124.78 168,752.9922 D
Common Stock	08/28/2008		S		1,300	D	\$ 124.79 167,452.9922 D
Common Stock	08/28/2008		S		23,500	D	\$ 124.8 143,952.9922 D
Common Stock	08/28/2008		S		297	D	\$ 124.81 143,655.9922 D

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Common Stock	08/28/2008	S	900	D	\$ 124.82	142,755.9922	D
Common Stock	08/28/2008	S	1,657	D	\$ 124.83	141,098.9922	D
Common Stock	08/28/2008	S	600	D	\$ 124.84	140,498.9922	D
Common Stock	08/28/2008	S	20,943	D	\$ 124.85	119,555.9922	D
Common Stock	08/28/2008	S	900	D	\$ 124.855	118,655.9922	D
Common Stock	08/28/2008	S	3,198	D	\$ 124.86	115,457.9922	D
Common Stock	08/28/2008	S	1,000	D	\$ 124.865	114,457.9922	D
Common Stock	08/28/2008	S	1,900	D	\$ 124.87	112,557.9922	D
Common Stock	08/28/2008	S	3,100	D	\$ 124.88	109,457.9922	D
Common Stock	08/28/2008	S	400	D	\$ 124.89	109,057.9922	D
Common Stock	08/28/2008	S	1,600	D	\$ 124.9	107,457.9922	D
Common Stock	08/28/2008	S	1,721	D	\$ 124.91	105,736.9922	D
Common Stock	08/28/2008	S	500	D	\$ 124.9125	105,236.9922	D
Common Stock	08/28/2008	S	200	D	\$ 124.915	105,036.9922	D
Common Stock	08/28/2008	S	2,653	D	\$ 124.92	102,383.9922	D
Common Stock	08/28/2008	S	600	D	\$ 124.925	101,783.9922	D
Common Stock	08/28/2008	S	1,328	D	\$ 124.93	100,455.9922	D
Common Stock	08/28/2008	S	3,200	D	\$ 124.935	97,255.9922	D
Common Stock	08/28/2008	S	1,100	D	\$ 124.94	96,155.9922	D
Common Stock	08/28/2008	S	5,400	D	\$ 124.96	90,755.9922	D

309

I <sup>(1)</sup>

daughter

Common Stock				
Common Stock	529	I <u>(1)</u>	son 1	
Common Stock	309	I <u>(1)</u>	son 2	
Common Stock	194,404	I <u>(1)</u>	spouse	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMISANO SAMUEL J IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504	X		Chairman, Pres., and CEO	

## Signatures

M. SooHoo for S. J. Palmisano by power-of-attorney 08/29/2008

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) The reporting person disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

### Remarks:

Additional sales will be shown on a subsequent Form 4.

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.