

INTERNATIONAL BUSINESS MACHINES CORP
Form DEFA14A
March 11, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

International Business Machines Corporation

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No Fee Required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

1. Amount previously paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

Voting and Consent Enclosure

[IBM Logo]

TWO EASY WAYS TO VOTE

Vote by Internet

1. Read the accompanying Proxy Statement and Proxy/Voting Instruction Card.
2. Go to website www.ibm.com/investor/vote
3. Follow the simple instructions provided at the log-in site.
4. Your vote will be immediately confirmed and posted.

Vote by Telephone

1. Read the accompanying Proxy Statement and Proxy/Voting Instruction Card.
2. Call the toll-free number, 877-779-8683. Stockholders residing outside the United States, Canada and Puerto Rico should call 201-536-8073.
3. The phone script will provide simple instructions.
4. Your vote will be immediately confirmed and posted.

E-CONSENT FOR FUTURE DELIVERY OF PROXY MATERIAL ONLINE

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IBM Stockholders can sign-up to receive future Annual Reports And Proxy materials online by following these instructions:

Go to website www.ibm.com/investor/vote and proceed to the page to select the option for Electronic Mail delivery before voting online.

- or -

Go to www.econsent.com/ibm and follow the instructions.

(Your IBM account number is required to consent.)

Prior to the next IBM Stockholder Meeting, you will receive an e-mail providing information on where to locate the IBM Annual Report and Proxy Statement online.

If you vote through the Internet or by telephone, please do not return your proxy card.

Internet Voting Screen No. 1

[IBM logo]

Proxy vote

Vote your IBM proxy online

Thank you for choosing to participate in the program to vote your proxy through the Internet.

Please read this page and click on the proceed button below to fill out and submit your proxy.

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To vote online you must use the control number that appears in the gray shaded box on your proxy card.

Your online vote authorizes the named proxies in the same manner as if you marked, signed, dated and returned the proxy card. If you choose to vote your shares online, there is no need for you to mail back your proxy card.

When you click on `proceed` you will leave the IBM web site and enter the secure EquiServe proxy voting site.

> Proceed

Internet Voting Screen No. 2

EquiServe

Vote By Net

Vote By Net

[IBM logo]

International Business Machines Corporation

|Step 1| |Step 2| |Step 3|

Welcome to the EquiServe online voting wizard!

Just follow a few simple steps to complete the secure online voting process:

Authentication: Login using your authorization information

Delivery Preference: Setup future delivery of your annual
meeting materials

Voting: Cast your vote and receive your
confirmation online

Finish: Vote another card or exit the voting site

If you have more than one proxy card or voter instruction card or ballot, please vote
them one card at a time. To get started now, login below and click [Continue](#) .

Step 1: Authentication

Enter the series of numbers printed in the gray shaded box

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on your proxy card, voting instruction sheet or ballot

Enter the last 4 digits of the U.S. social security

number (SSN) or the U.S. taxpayer

identification number (TIN) for this account.*

CONTINUE >>

* If you do not have a SSN or TIN for this account, please leave this box blank.

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Internet Voting Screen No. 3

EquiServe Vote By
Net

Vote By Net

IBM logo

International Business Machines Corporation

[|Step 1|](#) [|Step 2|](#) [|Step 3|](#)

Welcome

4

Name Line

Address Line

City, State Zip Line

Delivery Preference

Select how you would like to receive your future annual meeting materials:

Postal mail -or-

Electronically

(VIEW TERMS AND CONDITIONS FOR ELECTRONIC DELIVERY)

E-mail address (e.g., name@xyz.com)

Enter e-mail address again for validation

[Continue >>](#)

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Internet Voting Screen No. 4

EquiServe

Vote By

Net

Vote by Net

[IBM Logo]

International Business Machines Corporation

|Step 1| |Step 2| |Step 3|

International Business Machines Corporation 2004 Annual Meeting of

Stockholders

PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS

APRIL 27, 2004

Samuel J. Palmisano, Edward M. Lineen, and Daniel E. O'Donnell, or any of them individually and each of them with the power of substitution, are hereby appointed Proxies of the undersigned to vote all common stock of International Business Machines Corporation owned on the record date by the undersigned at the Annual Meeting of Stockholders to be held at the Rhode Island Convention Center, One Sabin Street, Providence, Rhode Island at 10 a.m. on Tuesday, April 27, 2004 or any adjournment thereof.

THE PROXIES WILL VOTE USING THE DIRECTIONS PROVIDED BELOW. IF NO DIRECTION IS PROVIDED, THIS PROXY WILL BE VOTED AS RECOMMENDED BY THE BOARD OF DIRECTORS. THE PROXIES ARE ALSO AUTHORIZED TO VOTE UPON ALL OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, OR ANY ADJOURNMENT THEREOF,

UTILIZING THEIR OWN DISCRETION AS SET FORTH IN THE NOTICE OF 2004 ANNUAL MEETING AND PROXY STATEMENT.

This Proxy will also be used to provide voting instructions to the Trustee for any shares of common stock of International Business Machines Corporation held in the IBM Stock Fund investment alternative under the IBM Savings Plan on the record date, as set forth in the Notice of 2004 Annual Meeting and Proxy Statement.

Check this box to cast your vote in accordance with the recommendations of IBM's Directors:

IBM's Directors recommend a vote FOR all Nominees for Director.

1. Election of Directors

FOR ALL NOMINEES, except as noted below WITHHOLD AS TO ALL NOMINEES

C. Black K.I. Chenault C. Ghosn N.O. Keohane

C. F. Knight L.A. Noto S. J. Palmisano

J. B. Slaughter J. E. Spero S. Taurel

C. M. Vest L. H. Zambrano

IBM's Directors recommend a vote FOR Proposal 2.

2. Ratification of Appointment of Independent Accountants (PricewaterhouseCoopers LLP)

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote FOR Proposal 3.

3. Ratification of Appointment of Independent Accountants for Business Consulting Services Unit (Ernst & Young LLP)

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote FOR Proposal 4.

4. Approval of Long-Term Incentive Performance Terms for Certain Executives

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 5.

5. Stockholder Proposal on Cumulative Voting

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 6.

6. Stockholder Proposal on Pension and Retirement Medical

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 7.

7. Stockholder Proposal on Executive Compensation

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 8.

8. Stockholder Proposal on Expensing Stock Options

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 9.

9. Stockholder Proposal on Disclosure of Executive Compensation

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 10.

10. Stockholder Proposal on China Business Principles

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 11.

11. Stockholder Proposal on Political Contributions

FOR AGAINST ABSTAIN

IBM's Directors recommend a vote AGAINST Proposal 12.

12. Stockholder Proposal on A Review of Executive Compensation Policies

FOR AGAINST ABSTAIN

If applicable, click the option box: Will attend Annual Meeting Use admission ticket

Attached to your proxy card

To cast your vote please click [Submit](#) .

[Submit](#)

(Note: Your vote will not be counted until you click [Submit](#) .)

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Internet Voting Screen No. 5

[Step 1](#) | [Step 2](#) | [Step 3](#)

EquiServe	Vote By
	Net

Vote By Net

[IBM logo]

International Business Machines Corporation

Name Line Print this page E-mail a copy

Address Line

City, State Zip Line

Control Number:

Confirmation Number:

Date:

Thank you for using EquiServe's Vote-By-Net facility.

Step 3: Summary of your vote

Your vote was recorded by EquiServe as follows:

1. Election of Directors

[stockholder's vote inserted here]

2. Ratification of Appointment of Independent Accountants

(PricewaterhouseCoopers LLP)

[stockholder's vote inserted here]

3. Ratification of Appointment of Independent Accountants

for Business Consulting Services Unit (Ernst & Young LLP)

[stockholder's vote inserted here]

4. Approval of Long-Term Incentive Performance Terms for Certain Executives

[stockholder's vote inserted here]

5. Stockholder Proposal on Cumulative Voting

[stockholder's vote inserted here]

6. Stockholder Proposal on Pension and Retirement Medical

8

[stockholder s vote inserted here]

7. Stockholder Proposal on Executive Compensation

[stockholder s vote inserted here]

8. Stockholder Proposal on Expensing Stock Options

[stockholder s vote inserted here]

9. Stockholder Proposal on Disclosure of Executive Compensation

[stockholder s vote inserted here]

10. Stockholder Proposal on China Business Principles

[stockholder s vote inserted here]

11. Stockholder Proposal on Political Contributions

[stockholder s vote inserted here]

12. Stockholder Proposal on A Review of Executive Compensation Policies

[stockholder s vote inserted here]

Will attend Annual Meeting Use admission ticket attached to your proxy card

[stockholder's selection (yes or no) inserted here]

Delivery Preference

[stockholder's selection (electronically or postal mail) inserted here]

E-mail address: [stockholder's E-mail address inserted here]

Please keep a copy for your records. To change your vote click [Back](#).

You can now [vote another ballot](#) or go to [IBM's Homepage](#) or click [Finish](#) to exit to EquiServe Homepage.

[\(\) BACK](#) [\(\) FINISH](#)

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IBM Corporation

2004 Telephone Voting Script

Toll Free: 1-877-PRX-VOTE or 1-877-779-8683

1. Welcome to the electronic voting system. Please have your proxy card or voting instruction sheet or ballot available before voting.

2. Enter the series of numbers printed in the gray shaded box on your card, followed by the pound sign.

3. Enter the last four digits of the U.S. social security number or the U.S. taxpayer identification number for this account followed by the pound sign.

4. The company that you are voting is IBM Corporation.

5. Your vote is subject to the same terms and authorizations as indicated on the proxy card. It also authorizes the named proxies to vote according to the instructions at the meeting of the stockholders.

6. To vote all proposals in accordance with the recommendations of the Board of directors, press 1. If you wish to vote on one proposal at a time, press 2.

If 1, go to 19.

If 2, go to 7.

7. Item # 1. To vote for all nominees press 1. To withhold from all nominees press 2. To withhold from individual nominees press 3.

If 1, go to 8.

If 2, go to 8.

If 3, go to Director Exception.

<u>Director Exception</u>
Enter the 2-digit number next to the nominee from whom you would like to withhold your vote, followed by the pound key. Or, if you have completed voting on directors, press the pound key again.
If pound key entered, go to 8.
If valid nominee number, go to <u>Next Nominee</u> .
<u>Next Nominee</u>
To withhold your vote from another nominee enter the 2-digit number next to the nominee followed by the pound key. Or if you have completed voting on directors press the pound key again.
If pound key entered, go to 8.
If valid nominee number, go to <u>Next Nominee</u> .

<u>Invalid Nominee Number</u>
You have entered an invalid nominee number.
{Go to <u>Next Nominee.</u> }

8. Item # 2. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 9.

If 2, go to 9.

If 3, go to 9.

9. Item # 3. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 10.

If 2, go to 10.

If 3, go to 10.

10. Item # 4. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 11.

If 2, go to 11.

If 3, go to 11.

11. Item # 5. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 12.

If 2, go to 12.

If 3, go to 12.

If 3, go to Director Exception.

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12. Item # 6. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 13.

If 2, go to 13.

If 3, go to 13.

13. Item # 7. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 14.

If 2, go to 14.

If 3, go to 14.

14. Item # 8. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 15.

If 2, go to 15.

If 3, go to 15.

15. Item # 9. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 16.

If 2, go to 16.

If 3, go to 16.

16. Item # 10. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 17.

If 2, go to 17.

If 3, go to 17.

17. Item # 11. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 18.

If 2, go to 18.

If 3, go to Director Exception.

If 3, go to 18.

18. Item # 12. To vote for, press 1; against, press 2; to abstain, press 3.

If 1, go to 19.

If 2, go to 19.

If 3, go to 19.

19. If you would like to attend the annual meeting, press 1. If not, press 2.

If 1, go to 20.

If 2, go to 20.

20. You have cast your vote as follows:

{Playback back the appropriate vote for this proxy card.}
Default Playback
You have voted in the manner recommended by the board of directors.
Director Proposal Playback
For all nominees
Or
For all nominees except for the following nominee numbers
Or
Withhold For all nominees
For/Against/Abstain Proposal Playback
Item # {For Against Abstain}

21. Your vote has been successfully recorded. It is not necessary for you to mail in your card. If you wish to vote another card or change your vote, press 1. Otherwise, please hang up. Thank you for voting.

No Key Pressed
Go to the same item (repeat three times); otherwise, go to <u>Error</u> .
Invalid Number
Go to the same item (repeat three times); otherwise, go to <u>Error</u> .
Error
We are unable to process your request at this time. Thank you for calling.
{Call ends.}

