

KERN R. FRANKLIN III  
 Form 4  
 August 04, 2010

**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 \*  
**KERN R. FRANKLIN III**

2. Issuer Name and Ticker or Trading Symbol  
**INTERNATIONAL BUSINESS MACHINES CORP [IBM]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior Vice President**

(Last) (First) (Middle)  
**IBM CORPORATION, ONE NORTH CASTLE DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/03/2010**

**ARMONK, NY 10504**

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

(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	08/03/2010		S	600	D	\$ 130.39	12,755	D
Common Stock	08/03/2010		S	1,500	D	\$ 130.39	11,255	D
Common Stock	08/03/2010		S	800	D	\$ 130.4	10,455	D
Common Stock	08/03/2010		S	1,800	D	\$ 130.4	8,655	D
Common Stock	08/03/2010		S	800	D	\$ 130.41	7,855	D

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Common Stock	08/03/2010	S	1,100	D	\$ 130.41	6,755	D
Common Stock	08/03/2010	S	600	D	\$ 130.42	6,155	D
Common Stock	08/03/2010	S	1,200	D	\$ 130.42	4,955	D
Common Stock	08/03/2010	S	300	D	\$ 130.43	4,655	D
Common Stock	08/03/2010	S	500	D	\$ 130.43	4,155	D
Common Stock	08/03/2010	S	400	D	\$ 130.44	3,755	D
Common Stock	08/03/2010	S	400	D	\$ 130.44	3,355	D
Common Stock	08/03/2010	S	100	D	\$ 130.45	3,255	D
Common Stock	08/03/2010	S	600	D	\$ 130.45	2,655	D
Common Stock	08/03/2010	S	200	D	\$ 130.46	2,455	D
Common Stock	08/03/2010	S	500	D	\$ 130.46	1,955	D
Common Stock	08/03/2010	S	100	D	\$ 130.47	1,855	D
Common Stock	08/03/2010	S	100	D	\$ 130.47	1,755	D
Common Stock	08/03/2010	S	300	D	\$ 130.51	1,455	D
Common Stock	08/03/2010	S	500	D	\$ 130.51	955	D

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.**

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(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

KERN R. FRANKLIN III  
 IBM CORPORATION  
 ONE NORTH CASTLE DRIVE  
 ARMONK, NY 10504

Senior Vice President

## Signatures

D. Cummins on behalf of R. F. Kern III

08/04/2010

\_\_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).

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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