

INTERNATIONAL BUSINESS MACHINES CORP  
 Form 4  
 February 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MAKIHARA MINORU**

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)  
**02/28/2008**

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

**MITSUBISHI CORP, 2-3-1 MARUNOUCHI, CHIYODA-KU**  
 (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

**TOKYO JAPAN 100-8086**

(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	02/28/2008		M		4,000	A	\$ 58.22 5,000 D
Common Stock	02/28/2008		S		200	D	\$ 114.85 4,800 D
Common Stock	02/28/2008		S		200	D	\$ 114.87 4,600 D
Common Stock	02/28/2008		S		100	D	\$ 114.89 4,500 D
Common Stock	02/28/2008		S		200	D	\$ 114.9 4,300 D

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Common Stock	02/28/2008	S	100	D	\$ 114.92	4,200	D
Common Stock	02/28/2008	S	400	D	\$ 114.94	3,800	D
Common Stock	02/28/2008	S	700	D	\$ 114.95	3,100	D
Common Stock	02/28/2008	S	100	D	\$ 115.04	3,000	D
Common Stock	02/28/2008	S	900	D	\$ 115.15	2,100	D
Common Stock	02/28/2008	S	300	D	\$ 115.16	1,800	D
Common Stock	02/28/2008	S	200	D	\$ 115.22	1,600	D
Common Stock	02/28/2008	S	500	D	\$ 115.25	1,100	D
Common Stock	02/28/2008	S	100	D	\$ 115.29	1,000	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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
BOD Stock Option (right to buy)	\$ 58.22	02/28/2008		M	4,000	05/01/2002 <sup>(1)</sup>	04/30/2008	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAKIHARA MINORU MITSUBISHI CORP 2-3-1 MARUNOUCHI, CHIYODA-KU TOKYO JAPAN 100-8086		X		

## Signatures

D. Cummins for M. Makihara by power-of-attorney	02/29/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) This grant vested in four equal annual installments; the last installment vested on the date shown above.

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.