

INTERNATIONAL BUSINESS MACHINES CORP
 Form 4
 February 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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 *
KAVANAUGH JAMES 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)

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

IBM CORPORATION, ONE NEW ORCHARD ROAD

02/01/2015

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

ARMONK, NY 10504

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	02/01/2015		A ⁽¹⁾	6,642	A	\$ 0	26,290.5847 D
Common Stock	02/01/2015		F	2,500	D	\$ 154.14	23,790.5847 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAVANAUGH JAMES J IBM CORPORATION ONE NEW ORCHARD ROAD ARMONK, NY 10504			Senior Vice President	

Signatures

D. Cummins on behalf of J. J. Kavanaugh
Date: 02/03/2015

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) These shares result from performance share units which vested at the end of the performance period (2012-2014) and were payable in cash or the company's common stock on the transaction date shown.

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. t="585" src="g2155142bii005.gif" alt="GRAPHIC">

Validus Delivers Superior Value to Transatlantic Stockholders 6 Note: Unaffected data as at 6/10/2011, immediately prior to AWAC/Transatlantic announcement
1 Value delivered based on relevant unaffected counterparty multiple multiplied by pro forma book value delivered per Transatlantic share 2 Value delivered based on relevant unaffected multiple (weighted by market capitalization for Transatlantic and counterparty) multiplied by pro forma book value delivered per TRH share Source: Company filings, SNL, FactSet, Capital IQ Applying Unaffected Counterparty Multiples1 Applying Unaffected Weighted Multiples2 Applying Appropriate Trading Multiples to Pro Forma Book Values Confirms the Superiority of Validus Proposal for Transatlantic Stockholders \$ per share, unless stated AWAC Validus Diluted BV Diluted TBV Diluted BV Diluted TBV PF BV \$72.78 \$69.73 \$32.44 \$31.80 TRH Ex Ratio 0.8800x 0.8800x 1.5564x 1.5564x TRH Equivalent BV 64.05 61.36 50.49 49.49 Stated Multiple 0.78x 0.88x 0.97x 1.02x Implied Value 49.96 54.00 48.97 50.48 Cash 0.00 0.00 8.00 8.00 Total \$49.96 \$54.00 \$56.97 \$58.48 Premium To AWAC Transaction 14.0% 8.3% \$ per share, unless stated AWAC Validus Diluted BV Diluted TBV Diluted BV Diluted TBV TRH Multiple 0.69x 0.69x 0.69x 0.69x TRH Market Cap \$bn 2.7 2.7 2.7 2.7 Counterparty Multiple 0.78x 0.88x 0.97x 1.02x Counterparty MC \$bn 2.2 2.2 3.0 3.0 Weighted Multiple 0.73x 0.77x 0.84x 0.86x PF BV \$72.78 \$69.73 \$32.44 \$31.80 TRH Ex Ratio 0.8800x 0.8800x 1.5564x 1.5564x TRH Equivalent BV 64.05 61.36 50.49 49.49 Weighted Multiple 0.73x 0.77x 0.84x 0.86x Implied Value 46.75 47.52 42.21 42.67 Cash 0.00 0.00 8.00 8.00 Total \$46.75 \$47.52 \$50.21 \$50.67 Premium To AWAC Transaction 7.4% 6.6% Short-term price movements aside, the value to TRH shareholders should be viewed, in

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our mind, as a combination of (1) their share in the pro forma tangible book value of the combined entity and (2) what ultimate P/B valuation the market will afford the new combined entity. - Dowling & Partners Securities, July 15, 2011

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