BRISTOL MYERS SQUIBB CO
Form 10-K
February 17, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission File Number 1-1136

BRISTOL-MYERS SQUIBB COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**22-0790350**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

345 Park Avenue, New York, N.Y. 10154

(Address of principal executive offices)

Telephone: (212) 546-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $0.10 Par Value	**New York Stock Exchange**
$2 Convertible Preferred Stock, $1 Par Value	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨
Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The aggregate market value of the 1,704,021,710 shares of voting common equity held by non-affiliates of the registrant, computed by reference to the closing price as reported on the New York Stock Exchange, as of the last business day of the registrant s most recently completed second fiscal quarter (June 30, 2011) was approximately $49,348,468,709. Bristol-Myers Squibb has no non-voting common equity. At February 1, 2012, there were 1,688,107,071 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the Proxy Statement for the registrant s Annual Meeting of Stockholders to be held May 1, 2012 are incorporated by reference into Part III of this Annual Report on Form 10-K.

PART I

Item 1. BUSINESS.

General

Bristol-Myers Squibb Company (which may be referred to as Bristol-Myers Squibb, BMS, the Company, we, our or us) was incorporated under the laws of the State of Delaware in August 1933 under the name Bristol-Myers Company, as successor to a New York business started in 1887. In 1989, Bristol-Myers Company changed its name to Bristol-Myers Squibb Company as a result of a merger. We are engaged in the discovery, development, licensing, manufacturing, marketing, distribution and sale of biopharmaceutical products on a global basis.

Over the last few years, we executed our strategy to transform into a next generation biopharmaceutical company. This transformation encompassed all areas of our business and operations. As part of this strategy, we have divested our non-pharmaceutical businesses, implemented our acquisition and licensing strategy known as the string-of-pearls , and executed our productivity transformation initiative (PTI). Our divestitures included Medical Imaging in January 2008, ConvaTec in August 2008, and Mead Johnson in December 2009. Our acquisition and licensing transactions included Kosan Biosciences, Inc. in June 2008, Medarex, Inc. (Medarex) in September 2009, ZymoGenetics, Inc. (ZymoGenetics) in October 2010, Amira Pharmaceuticals, Inc. (Amira) in September 2011, and Inhibitex, Inc. (Inhibitex) in February 2012, as well as several license arrangements. We continue to review our cost structure with the intent to maintain a modernized, efficient, and robust balance between building competitive advantages, securing innovative products and planning for the future.

We report financial and operating information in one segment BioPharmaceuticals. For additional information about business segments, see Item 8. Financial Statements Note 2. Business Segment Information.

We compete with other worldwide research-based drug companies, smaller research companies and generic drug manufacturers. Our products are sold worldwide, primarily to wholesalers, retail pharmacies, hospitals, government entities and the medical profession. We manufacture products in the United States (U.S.), Puerto Rico and in 6 foreign countries.

U.S. net sales accounted for 65% of total net sales in 2011 and 2010 and 63% of total net sales in 2009 while net sales in Europe accounted for 17%, 18% and 19% of total net sales in 2011, 2010 and 2009. Net sales in Japan accounted for 3% of total net sales in 2011, 2010 and 2009. Net sales in Canada accounted for 3% of total net sales in 2011, 2010 and 2009.

Products

Our pharmaceutical products include chemically-synthesized drugs, or small molecules, and an increasing portion of products produced from biological processes (typically involving recombinant DNA technology), called biologics. Small molecule drugs are typically administered orally, e.g., in the form of a pill or tablet, although other drug delivery mechanisms are used as well. Biologics are typically administered to patients through injections or by infusion. Most of our revenues come from products in the following therapeutic classes: cardiovascular; virology, including human immunodeficiency virus (HIV) infection; oncology; neuroscience; immunoscience; and metabolics.

In the pharmaceutical industry, the majority of an innovative product s commercial value is usually realized during the period in which the product has market exclusivity. Our business is focused on innovative biopharmaceutical products, and we rely on patent rights and other forms of regulatory protection to maintain the market exclusivity of our products. In the U.S., the European Union (EU) and some other countries, when these patent rights and other forms of exclusivity expire and generic versions of a medicine are approved and marketed, there are often substantial and rapid declines in the sales of the original innovative product. For further discussion of patent rights and regulatory forms of exclusivity, see Intellectual Property and Product Exclusivity below. For further discussion of the impact of generic competition on our business, see *Generic Competition* below.

The following chart shows our key products together with the year in which the earliest basic exclusivity loss (patent rights or data exclusivity) occurred or is currently estimated to occur in the U.S., the EU, Japan and Canada. We also sell our pharmaceutical products in other countries; however, data is not provided on a country-by-country basis because individual country sales are not significant outside the U.S., the EU, Japan and Canada. In many instances, the basic exclusivity loss date listed below is the expiration date of the patent that claims the active ingredient of the drug or the method of using the drug for the approved indication, if there is only one approved indication. In some instances, the basic exclusivity loss date listed in the chart is the expiration date of the data exclusivity period. In situations where there is only data exclusivity without patent protection, a competitor could seek regulatory approval by submitting its own clinical trial data to obtain marketing approval prior to the expiration of data exclusivity.

We estimate the market exclusivity period for each of our products on a case-by-case basis for the purposes of business planning only. The length of market exclusivity for any of our products is impossible to predict with certainty because of the complex interaction between patent and regulatory forms of exclusivity and the inherent uncertainties regarding patent litigation. There can be no assurance that a particular product will enjoy market exclusivity for the full period of time that appears in the estimate or that the exclusivity will be limited to the estimate.

The following schedule presents net sales of our key products and estimated basic exclusivity loss in the U.S., EU, Japanese and Canadian markets:

	Net Sales by Products			Past or Currently Estimated Year of Basic Exclusivity Loss			
Dollars in Millions	**2011**	**2010**	**2009**	**U.S.**	**EU [a]**	**Japan**	**Canada**
Key Products							
PLAVIX*	$ 7,087	$ 6,666	$ 6,146	2012	2008 [b]	++	2011
AVAPRO*/AVALIDE*	952	1,176	1,283	2012	2007-2013	++	2011
ELIQUIS		N/A	N/A	++	2022	++	++
ABILIFY*	2,758	2,565	2,592	2015[c]	2014[d]	++	2017[e]
REYATAZ	1,569	1,479	1,401	2017	2017-2019[f]	2019	2017
SUSTIVA Franchise	1,485	1,368	1,277	2013[g]	2013[h]	++	2013
BARACLUDE	1,196	931	734	2015	2011-2016	2016	2011
ERBITUX*	691	662	683	2016[i]	++	2016[j]	2016[j]
SPRYCEL	803	576	421	2020	2020[k]	2021	2020
YERVOY	360	N/A	N/A	2023[j]	2021[j]	++	++
ORENCIA	917	733	602	2019	2017[j]	2018[j]	2014[l]
NULOJIX	3	N/A	N/A	2023	2021	++	++
ONGLYZA/KOMBIGLYZE	473	158	24	2021	2021	++	2021

Note: The currently estimated earliest year of basic exclusivity loss includes any statutory extensions of exclusivity that have been earned, but not those that have not yet been granted. In some instances, we may be able to obtain an additional six months exclusivity for a product based on the pediatric extension, for example. In certain other instances, there may be later-expiring patents that cover particular forms or compositions of the drug, as well as methods of manufacturing or methods of using the drug. Such patents may sometimes result in a favorable market position for our products, but product exclusivity cannot be predicted or assured. Under the U.S. healthcare law enacted in 2010, qualifying biologic products will receive 12 years of data exclusivity before a biosimilar can enter the market, as described in more detail in Intellectual Property and Product Exclusivity below.

* Indicates brand names of products which are trademarks not owned by Bristol-Myers Squibb or its subsidiaries. Specific trademark ownership information can be found on page 116.

++ We do not currently market the product in the country or region indicated.

(a) References to the EU throughout this Form 10-K include all 27 member states that were members of the European Union during the year ended December 31, 2011. Basic patent applications have not been filed in all 27 current member states for all of the listed products. In some instances the date of basic exclusivity loss will be different in various EU member states. For those EU countries where the basic patent was not obtained, there may be data protection available.

(b) Data exclusivity in the EU expired in July 2008. In most of the major markets within Europe, the product has national patents, expiring in 2013, which specifically claim the bisulfate form of clopidogrel. However, generic and alternate salt forms of clopidogrel bisulfate are marketed and compete with PLAVIX* throughout the EU.

(c) Our rights to commercialize ABILIFY* (aripiprazole) in the U.S. terminate in 2015.

(d) Our rights to commercialize ABILIFY* in the EU terminate in 2014.

(e) Exclusivity period is based on regulatory data protection.

(f) Data exclusivity in the EU expires in 2014.

(g) Exclusivity period relates to the SUSTIVA brand and does not include exclusivity related to any combination therapy. The composition of matter patent for efavirenz in the U.S. expires in 2013, but a method of use patent for the treatment of HIV infection expires in 2014.

(h) Exclusivity period relates to the SUSTIVA brand and does not include exclusivity related to any combination therapy. Market exclusivity for SUSTIVA is expected to expire in 2013 in countries in the EU. Data exclusivity for SUSTIVA expired in the EU in 2009.

(i) Biologic product approved under a Biologics License Application (BLA). Data exclusivity in the U.S. expires in 2016. There is no patent that specifically claims the composition of matter of cetuximab, the active ingredient in ERBITUX*. Our rights to commercialize cetuximab terminate in 2018.

(j) Exclusivity period is based on regulatory data protection.

(k) Pending patent application in most EU member states.

(l) Data exclusivity in Canada expires in 2014.

Below is a summary of the indication, intellectual property position, product partner, if any, and third-party manufacturing arrangements, if any, for each of the above products in the U.S. and, where applicable, the EU, Japan and Canada.

PLAVIX*	PLAVIX* (clopidogrel bisulfate) is a platelet aggregation inhibitor, which is approved for protection against fatal or non-fatal heart attack or stroke in patients with a history of heart attack, stroke, peripheral arterial disease or acute coronary syndrome. Clopidogrel bisulfate was codeveloped and is jointly marketed with Sanofi. For more information about our alliance with Sanofi, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations. The composition of matter patent in the U.S. expires on May 17, 2012 (including a pediatric extension). In the EU, regulatory data exclusivity protection expired in July 2008. In most of the major markets within Europe, PLAVIX* benefits from national patents, expiring in 2013, which specifically claim the bisulfate form of clopidogrel. However, generic and alternative salt forms of clopidogrel bisulfate are marketed and compete throughout the EU. We obtain our bulk requirements for clopidogrel bisulfate from Sanofi and a third-party. Both the Company and Sanofi finish the product in our own respective facilities.
AVAPRO*/AVALIDE*	AVAPRO*/AVALIDE* (irbesartan/irbesartan-hydrochlorothiazide) is an angiotensin II receptor antagonist indicated for the treatment of hypertension and diabetic nephropathy. Irbesartan was codeveloped and is jointly marketed with Sanofi. For more information about our alliance with Sanofi, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations. The composition of matter patent in the U.S. expires on March 30, 2012 (including a pediatric extension) and in most countries in the EU in 2012 to 2013. Data exclusivity in the EU expired in August 2007 for AVAPRO* and in October 2008 for AVALIDE*. The composition of matter patent expired in Canada in March 2011. Irbesartan is manufactured by both the Company and Sanofi. We manufacture our bulk requirements for irbesartan and finish AVAPRO*/AVALIDE* in our facilities. For AVALIDE*, we purchase bulk requirements for hydrochlorothiazide from a third-party.
ELIQUIS	ELIQUIS (apixaban) is an oral Factor Xa inhibitor, targeted at the prevention and treatment of venous thromboembolic (VTE) disorders and stroke prevention in atrial fibrillation. It is currently approved in the EU for use in VTE prevention in adult patients who have undergone elective hip or knee replacement surgery and is currently in the registrational process in the U.S. and the E.U. for the prevention of stroke and systemic embolism in patients with atrial fibrillation. Apixaban was discovered internally and is part of our alliance with Pfizer, Inc. (Pfizer). For more information about our alliance with Pfizer, see Item 8. Financial Statements Note 3. Alliances and Collaborations. The composition of matter patent covering apixaban in the U.S. expires in 2023 and in the EU it expires in 2022. Data exclusivity in the EU expires in 2021. We manufacture our bulk requirements for apixaban and finish the product in our facilities.
ABILIFY*	ABILIFY* (aripiprazole) is an atypical antipsychotic agent for adult patients with schizophrenia, bipolar mania disorder and major depressive disorder. ABILIFY* also has pediatric uses in schizophrenia and bipolar disorder, among others. We have a global commercialization agreement with Otsuka Pharmaceutical Co., Ltd. (Otsuka), except in Japan, China, Taiwan, North Korea, South Korea, the Philippines, Thailand, Indonesia, Pakistan and Egypt. For more information about our arrangement with Otsuka, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations.

The basic U.S. composition of matter patent for ABILIFY* and the term of the current ABILIFY* agreement expire in April 2015 (including the granted patent term extension and six month pediatric extension). The basic composition of matter patent protecting aripiprazole is the subject of patent litigation in the U.S. Otsuka has sole rights to enforce this patent. For more information about this litigation matter, see Item 8. Financial Statements 22. Legal Proceedings and Contingencies.

A composition of matter patent is in force in Germany, the United Kingdom (UK), France, Italy, the Netherlands, Romania, Sweden, Switzerland, Spain and Denmark. The original expiration date of 2009 has been extended to 2014 by grant of a supplementary protection certificate in all of the above countries except Romania and Denmark. Data exclusivity and the rights to commercialize in the EU expire in 2014. Data exclusivity in Canada expires in 2017.

We obtain our bulk requirements for aripiprazole from Otsuka. Both the Company and Otsuka finish the product in our own respective facilities.

REYATAZ

REYATAZ (atazanavir sulfate) is a protease inhibitor for the treatment of HIV.

We developed atazanavir under a worldwide license from Novartis Pharmaceutical Corporation (Novartis) for which a royalty is paid based on a percentage of net sales. We are entitled to promote REYATAZ for use in combination with NORVIR* (ritonavir) under a non-exclusive license agreement with Abbott Laboratories (Abbott), as amended, for which a royalty is paid based on a percentage of net sales. We recently entered into a licensing agreement with Gilead Sciences, Inc. to develop and commercialize a fixed-dose combination containing REYATAZ and one of Gilead s compounds in development.

Market exclusivity for REYATAZ is expected to expire in 2017 in the U.S., Canada and the major EU member countries and in 2019 in Japan. Data exclusivity in the EU expires in 2014.

We manufacture our bulk requirements for atazanavir and finish the product in our facilities.

SUSTIVA Franchise

SUSTIVA (efavirenz) is a non-nucleoside reverse transcriptase inhibitor for the treatment of HIV. The SUSTIVA Franchise includes SUSTIVA, an antiretroviral drug used in the treatment of HIV, and as well as bulk efavirenz which is included in the combination therapy ATRIPLA* (efavirenz 600 mg/ emtricitabine 200 mg/ tenofovir disoproxil fumarate 300 mg), a once-daily single tablet three-drug regimen combining our SUSTIVA and Gilead Sciences, Inc. s (Gilead) TRUVADA* (emtricitabine and tenofovir disoproxil fumarate). ATRIPLA* is the first complete Highly Active Antiretroviral Therapy treatment product for HIV available in the U.S. in a fixed-dose combination taken once daily. Fixed-dose combinations contain multiple medicines formulated together and help simplify HIV therapy for patients and providers. For more information about our arrangement with Gilead, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations.

Rights to market efavirenz in the U.S., Canada, the United Kingdom (UK), France, Germany, Ireland, Italy and Spain are licensed from Merck & Co., Inc. for a royalty based on a percentage of net sales.

The composition of matter patent for efavirenz in the U.S. expires in 2013, but a method of use patent for the treatment of HIV infection expires in 2014, with a possible additional six month pediatric extension.

Market exclusivity for SUSTIVA is expected to expire in 2013 in countries in the EU. Data exclusivity for SUSTIVA expired in the EU in 2009. We do not, but another company does, market efavirenz in Japan. Certain ATRIPLA* patents are the subject of patent litigation in the U.S. At this time, the U.S. patents covering efavirenz composition of matter and method of use have not been challenged. The EU patent for efavirenz is the subject of litigation in the Netherlands, Germany and the UK. For more information about these litigation matters, see Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies.

We obtain our bulk requirements for efavirenz from third parties and produce finished goods in our facilities. We provide bulk efavirenz to Gilead, who is responsible for producing the finished ATRIPLA* product.

BARACLUDE

BARACLUDE (entecavir) is a potent and selective inhibitor of hepatitis B virus that was approved by the FDA for the treatment of chronic hepatitis B infection. BARACLUDE was discovered and developed internally. It has also been approved and is marketed in over 50 countries outside of the U.S., including China, Japan and the EU.

We have a composition of matter patent that expires in the U.S. in 2015. This patent is the subject of patent litigation in the U.S. For more information about this litigation matter, see Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies.

The composition of matter patent expires in the EU between 2011 and 2016 and in Japan in 2016. The composition of matter patent expired in Canada in 2011. There is uncertainty about China s exclusivity laws which has resulted in generic competition in the China market.

We manufacture our bulk requirements for entecavir and finish the product in our facilities.

ERBITUX*

ERBITUX* (cetuximab) is an IgG1 monoclonal antibody designed to exclusively target and block the Epidermal Growth Factor Receptor (EGFR), which is expressed on the surface of certain cancer cells in multiple tumor types as well as some normal cells. ERBITUX*, a biological product, is approved for the treatment in combination with irinotecan for the treatment of patients with EGFR-expressing metastatic colorectal cancer (mCRC) who have failed an irinotecan-based regimen and as monotherapy for patients who are intolerant of irinotecan. The FDA has also approved ERBITUX* for use in the treatment of squamous cell carcinoma of the head and neck. Specifically, ERBITUX* was approved for use in combination with radiation therapy, for the treatment of locally or regionally advanced squamous cell carcinoma of the head and neck and, as a single agent, for the treatment of patients with recurrent or metastatic squamous cell carcinoma of the head and neck for whom prior platinum-based therapy has failed. The FDA has also approved ERBITUX* for first-line recurrent locoregional or metastatic head and neck cancer in combination with platinum-based chemotherapy with 5-Fluorouracil.

ERBITUX* is marketed in North America by us under an agreement with ImClone Systems Incorporated (ImClone), the predecessor company of ImClone LLC, a wholly-owned subsidiary of Eli Lilly and Company (Lilly). We share copromotion rights to ERBITUX* with Merck KGaA in Japan under a codevelopment and cocommercialization agreement signed in October 2007 with ImClone, Merck KGaA and Merck Japan. ERBITUX* received marketing approval in Japan in July 2008 for use in treating patients with advanced or recurrent colorectal cancer. For a description of our alliance with ImClone, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations.

Data exclusivity in the U.S. expires in 2016. There is no patent that specifically claims the composition of matter of cetuximab, the active molecule in ERBITUX*. ERBITUX* has been approved by the FDA and other health authorities for monotherapy, for which there is no use patent. The use of ERBITUX* in combination with an anti-neoplastic agent is approved by the FDA. Such combination use is claimed in a granted U.S. patent that expires in 2018 (including the granted patent term extension). The inventorship of this use patent was challenged by three researchers from Yeda Research and Development Company Ltd. (Yeda). Pursuant to a settlement agreement executed and announced in December 2007 by ImClone, Sanofi and Yeda to end worldwide litigation related to the use patent, Sanofi and Yeda granted ImClone a worldwide license under the use patent. Data exclusivity in Japan and Canada expire in 2016.

Yeda has the right to license the use patent to others. Yeda s license of the patent to third parties could result in product competition for ERBITUX* that might not otherwise occur. We are unable to assess whether and to what extent any such competitive impact will occur or to quantify any such impact. However, Yeda has granted Amgen Inc. (Amgen) a license under the use patent. Amgen received FDA approval to market an EGFR-product that competes with ERBITUX*.

We obtain our finished goods requirements for cetuximab for use in North America from Lilly. Lilly manufactures bulk requirements for cetuximab in its own facilities and finishing is performed by a third-party for Lilly. For a description of our supply agreement with Lilly, see Manufacturing and Quality Assurance below.

SPRYCEL

SPRYCEL (dasatinib) is a multi-targeted tyrosine kinase inhibitor approved for treatment of adults with all phases of chronic myeloid leukemia with resistance or intolerance to prior therapy, including GLEEVEC* (imatinib mesylate), and for the treatment of adults with Philadelphia chromosome-positive acute lymphoblastic leukemia with resistance or intolerance to prior therapy. In 2010, the FDA approved SPRYCEL for the treatment of adult patients with newly diagnosed Philadelphia chromosome-positive (Ph+) chronic myeloid leukemia (CML) in chronic phase.

SPRYCEL was internally discovered and is part of our strategic alliance with Otsuka. For more information about our alliance with Otsuka, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations.

A patent term extension has been granted in the U.S. extending the term on the basic composition of matter patent covering dasatinib until June 2020. Dasatinib is the subject of patent litigation in the U.S. For more information about this litigation matter, see Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies. In the U.S., orphan drug exclusivity expires in 2013, which protects the product from generic applications for the currently approved orphan indications only.

In several EU countries, the patent is pending and upon grant, would expire in April 2020 (excluding term extensions).

We manufacture our bulk requirements for dasatinib and finish the product in our facilities.

YERVOY

YERVOY (ipilimumab), a biological product, is a monoclonal antibody for the treatment of patients with unresectable (inoperable) or metastatic melanoma. Ipilimumab was approved by the FDA in March 2011 and by the EMA in July 2011. It is currently also being studied for other indications including lung cancer as well as adjuvant melanoma and hormone-refractory prostate cancer. For more information, about research and development of YERVOY, see Research and Development below.

YERVOY was discovered by Medarex and codeveloped by the Company and Medarex, which is now our subsidiary.

We own a patent covering ipilimumab as composition of matter that currently expires in 2022 in the U.S. and 2020 in the EU. Data exclusivity expires in 2023 in the U.S. and 2021 in the EU.

We obtain bulk ipilimumab from a third-party manufacturer and finish the product at a third party facility.

ORENCIA

ORENCIA (abatacept), a biological product, is a fusion protein with novel immunosuppressive activity targeted initially at adult patients with moderate to severe rheumatoid arthritis, who have had an inadequate response to certain currently available treatments. Abatacept is available in both an intravenous formulation and beginning in 2011, a subcutaneous formulation in the U.S.. ORENCIA was discovered and developed internally.

We have a series of patents covering abatacept and its method of use. In the U.S., a patent term extension has been granted for one of the composition of matter patents, extending the term of the U.S. patent to 2019. In the majority of the EU countries, we have a patent covering abatacept that expires in 2012. We have applied for supplementary protection certificates and also pediatric extension of the supplementary protection certificates for protection until 2017. Some of these protection certificates have been granted.

Data exclusivity in the U.S. and EU expires in 2017.

We obtain bulk abatacept from a third-party manufacturer and finish the product in our facilities for both formulations.

NULOJIX

NULOJIX (belatacept), a biological product, is a fusion protein with novel immunosuppressive activity for the prevention of kidney transplant rejection. It was approved and launched in the U.S. in June 2011, and approved in the EU in June 2011 and launched in July 2011. Belatacept was internally discovered and developed.

We own a patent covering belatacept as composition of matter that expires in April 2023 in the U.S. and May 2021 in the EU.

Data exclusivity expires in the U.S. in June 2023 and in the EU in June 2021.

We manufacture our bulk requirements for belatacept and finish the products in our facilities.

O N G L Y Z A / KOMBIGLYZE	ONGLYZA (saxagliptin), a dipeptidyl peptidase-4 inhibitor, is an oral compound indicated for the treatment of type 2 diabetes as an adjunct to diet and exercise.

KOMBIGLYZE (saxagliptin and metformin hydrochloride extended-release) is approved in the U.S. as a combination product indicated as an adjunct to diet and exercise to improve glycemic control in adults with type 2 diabetes mellitus when treatment with both saxagliptin and metformin is appropriate. KOMBOGLYZE (saxagliptin and metformin immediate-release) is approved in the EU as a combination product indicated as an adjunct to diet and exercise to improve glycemic control in adults with type 2 diabetes mellitus inadequately controlled on their maximally tolerated dose of metformin alone or those already being treated with the combination of saxagliptin and metformin as separate tablets. In this document unless specifically noted, we refer to both KOMBIGLYZE and KOMBOGLYZE as KOMBIGLYZE.

ONGLYZA was internally discovered by the Company and KOMBIGLYZE was codeveloped by the Company and AstraZeneca PLC (AstraZeneca). We have a worldwide (except Japan) codevelopment and cocommercialization agreement with AstraZeneca for saxagliptin. For more information about our arrangement with AstraZeneca and with Otsuka for Japan, see Strategic Alliances and Collaborations below and Item 8. Financial Statements Note 3. Alliances and Collaborations.

We own a patent covering saxagliptin as composition of matter that expires in March 2021 in the U.S. and the EU.

We manufacture our bulk requirements for saxagliptin in our facilities. We obtain the bulk metformin for KOMBIGLYZE from a third party. Both the Company and AstraZeneca finish ONGLYZA in their own facilities. The Company finishes KOMBIGLYZE in its own facility.

Emerging Markets

We compete in emerging markets that are encompassed in our various regional organizations. Our Emerging Markets regional organization is comprised of Brazil, Russia, India, China and Turkey as we have identified these countries as having significant opportunities for growth. Emerging markets are characterized by strong economic development, a rising gross domestic product, a growing middle class and increasing wealth amongst the middle class as well as a demand for quality healthcare. Emerging markets may provide most of the growth opportunity in the pharmaceuticals industry by the middle of the next decade. Our strategy to capitalize on this growth opportunity is an innovation-focused approach. With this approach, we plan to develop and commercialize select, innovative products in key high-growth markets, tailoring the approach to each market individually. The emerging public health interests of these countries best align with our strategy as well as our current portfolio and pipeline. These countries have also been identified as having improving intellectual property protection. In order to capitalize on the growth opportunities in the emerging markets, we must balance related risks as well as develop innovative pricing and access strategies to make products accessible to patients and provide a reasonable return on investment. The risks in these markets include intellectual property protection, government-mandated authorized generics, currency volatility, reimbursement issues, government stability and scale issues. We monitor and mitigate against these risks to the extent possible.

Research and Development

We invest heavily in research and development (R&D) because we believe it is critical to our long-term competitiveness. We have major R&D facilities in Princeton, Hopewell and New Brunswick, New Jersey, and Wallingford, Connecticut. Pharmaceutical research and development is also carried out at various other facilities throughout the world, including in Belgium, the UK, India and other sites in the U.S. We supplement our internal drug discovery and development programs with alliances and collaborative agreements. These agreements bring new products into the pipeline and help us remain on the cutting edge of technology in the search for novel medicines. In drug development, we engage the services of physicians, hospitals, medical schools and other research organizations worldwide to conduct clinical trials to establish the safety and effectiveness of new products. Management continues to emphasize leadership, innovation, productivity and quality as strategies for success in our research and development activities.

We concentrate our biopharmaceutical research and development efforts in the following disease areas with significant unmet medical need: affective (psychiatric) disorders, pain, Alzheimer s/dementia, cardiovascular, diabetes, hepatitis, HIV/AIDS, oncology, immunologic disorders, solid organ transplant and fibrotic disease. We also continue to analyze and may selectively pursue promising leads in other areas. In addition to discovering and developing new molecular entities, we look for ways to expand the value of existing products through new indications and formulations that can provide additional benefits to patients.

In order for a new drug to reach the market, industry practice and government regulations in the U.S., the EU and most foreign countries provide for the determination of a drug s effectiveness and safety through preclinical tests and controlled clinical evaluation. The clinical development of a potential new drug includes Phase I, Phase II and Phase III clinical trials that have been designed specifically to support a new drug application for a particular indication, assuming the trials are successful.

Phase I clinical trials involve a small number of healthy patients or patients suffering from the indicated disease to test for safety and proper dosing. Phase II clinical trials involve a larger patient population to investigate side effects, efficacy, and optimal dosage of the drug candidate. Phase III clinical trials are conducted to confirm Phase II results in a significantly larger patient population over a longer term and to provide reliable and conclusive data regarding the safety and efficacy of a drug candidate.

The R&D process typically takes thirteen years or longer, with over three years often spent in Phase III, or late-stage, development. We consider our R&D programs in Phase III, or late-stage development, to be our significant R&D programs. These programs include both investigational compounds in Phase III development for initial indications and marketed products that are in Phase III development for additional indications or formulations.

Drug development is time consuming, expensive and risky. On average, only about one in 10,000 chemical compounds discovered by pharmaceutical industry researchers proves to be both medically effective and safe enough to become an approved medicine. Drug candidates can fail at any stage of the process, and even late-stage product candidates sometimes fail to receive regulatory approval. According to the KMR Group, based on industry success rates from 2006-2010, approximately 95% of the compounds that enter Phase I development fail to achieve regulatory approval. The failure rate for compounds that enter Phase II development is approximately 90% and for compounds that enter Phase III development, it is approximately 54%.

Total research and development expenses include the costs of discovery research, preclinical development, early- and late-clinical development and drug formulation, as well as clinical trials and medical support of marketed products, proportionate allocations of enterprise-wide costs, and other appropriate costs. We spent $3.8 billion in 2011 and $3.6 billion in both 2010 and 2009 on research and development activities. Research and development spending includes payments under third-party collaborations and contracts. At the end of 2011, we employed approximately 8,000 people in R&D activities, including a substantial number of physicians, scientists holding graduate or postgraduate degrees and

higher-skilled technical personnel.

We manage our R&D programs on a portfolio basis, investing resources in each stage of research and development from early discovery through late-stage development. We continually evaluate our portfolio of R&D assets to ensure that there is an appropriate balance of early-stage and late-stage programs to support the future growth of the Company. Spending on our late-stage development programs represents approximately 30-40% of our annual R&D expenses. No individual investigational compound or marketed product represented 10% or more of our R&D expenses in any of the last three years.

Listed below are several late-stage investigational compounds that we have in Phase III clinical trials for at least one potential indication. Whether or not any of these or our other investigational compounds ultimately becomes one of our marketed products depends on the results of clinical studies, the competitive landscape of the potential product s market and the manufacturing processes necessary to produce the potential product on a commercial scale, among other factors. However, as noted above, there can be no assurance that we will seek regulatory approval of any of these compounds or that, if such approval is sought, it will be obtained. There is also no assurance that a compound that is approved will be commercially successful. At this stage of development, we cannot determine all intellectual property issues or all the patent protection that may, or may not, be available for these investigational compounds. The patent coverage highlighted below includes only patent term extensions that have been granted.

Brivanib	Brivanib is an oral small molecule dual kinase inhibitor that blocks both the VEGF receptor and the FGF receptor. It is currently in Phase III trials as an anti-cancer treatment with potential use in hepatocellular carcinoma and colorectal cancer. We own a patent covering brivanib as composition of matter that expires in 2023 in the U.S.
Dapagliflozin	Dapagliflozin is an oral SGLT2 inhibitor for the potential treatment of diabetes. It is currently in the registrational process in both the EU and the U.S. It was discovered internally and is part of our alliance with AstraZeneca. We own a patent covering dapagliflozin as composition of matter that expires in October 2020 in the U.S. In January 2012, we received a complete response letter regarding our NDA for dapagliflozin. For further discussion see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Product and Pipeline Developments.
Necitumumab (IMC-11F8)	Necitumumab is a fully human monoclonal antibody being investigated as an anticancer treatment, which was discovered by ImClone and is part of the alliance between the Company and Lilly. It is in Phase III trials in non small cell lung cancer. Lilly owns a patent covering necitumumab as composition of matter that expires in 2025 in the U.S.
Elotuzumab	Elotuzumab is a humanized monoclonal antibody being investigated as an anticancer treatment, which was discovered by PDL BioPharma and became part of the Facet Biotech Corporation (Facet) spin-off. Facet was subsequently acquired by Abbott and is part of our alliance with Abbott. It is in Phase III trials in multiple myeloma. Abbott owns a patent covering elotuzumab as composition of matter that expires in 2026 in the U.S.
Daclatasvir	Daclatasvir is an oral small molecule NS5A replication complex inhibitor in Phase III development for the treatment of hepatitis C virus. We own a patent covering daclatasvir as a composition of matter that expires in 2027 in the U.S.

The following table lists potential additional indications of key marketed products that are in Phase III development or currently under regulatory review:

ELIQUIS	Potential indications for stroke prevention in atrial fibrillation and for VTE treatment
ORENCIA	Potential additional indication in lupus nephritis.
SPRYCEL	Potential additional indication in prostate cancer.
YERVOY	Potential additional indications in adjuvant melanoma, prostate cancer, non-small cell lung cancer and small cell lung cancer.
	Potential additional indication in first-line metastatic melanoma in the EU.
ERBITUX*	Potential additional indications in first-line colorectal cancer, first-line and second-line non-small cell lung cancer, and gastric cancer.

ONGLYZA	Potential additional use in cardiovascular risk reduction and pediatric extension.
SUSTIVA	Potential pediatric extension.
BARACLUDE	Potential pediatric extension.

The following key developments are currently expected to occur during 2012 with respect to our significant pipeline programs. The outcome and timing of these expected developments are dependent upon a number of factors including, among other things, the availability of data, the outcome of certain clinical trials, acceptance of presentations at certain medical meetings and/or actions by health authorities. We do not undertake any obligation to publicly update this information, whether as a result of new information, future events, or otherwise.

ELIQUIS	Potential U.S. and EU approval for stroke prevention in atrial fibrillation
Dapagliflozin	Potential EU approval for treatment of type 2 diabetes
	Data available from Phase III studies in patients with cardiovascular disease
	Data available from Phase III study as an add-on to sitagliptin
ONGLYZA	Data available from Phase III study as an add-on to metformin and sulfonylurea
NULOJIX	Four-year data available from the Phase III studies and subpopulation analyses
ORENCIA	Data available from head-to-head study versus HUMIRA*
	Potential EU approval for subcutaneous formulation
	Phase III start in lupus nephritis
	Phase III start in psoriatic arthritis
YERVOY	Submission of DTIC combination data in U.S. and EU
	Ipilimumab plus vemurafenib safety/feasibility data available
Brivanib	Data available from Phase III study in advanced hepatocellular cancer
ERBITUX*	Potential approval for first-line colorectal cancer
SPRYCEL	Three-year data in first line CML
Daclatasvir	Data available from Phase II hepatitis C combination studies

Strategic Alliances and Collaborations

We enter into strategic alliances and collaborations with third parties, some of which give us rights to develop, manufacture, market and/or sell pharmaceutical products that are owned by third parties and some of which give third parties the rights to develop, manufacture, market and/or sell pharmaceutical products that are owned by us. These alliances and collaborations can take many forms, including licensing arrangements, codevelopment and comarketing agreements, copromotion arrangements and joint ventures. Such alliances and arrangements reduce the risk of incurring all research and development expenses for compounds that do not lead to revenue-generating products; however, profitability on alliance products are generally lower, sometimes substantially so, than profitability on our own products that are not partnered because profits from alliance products are shared with our alliance partners. While there can be no assurance that new alliances will be formed, we actively pursue such arrangements and view alliances as an important complement to our own discovery and development activities.

Each of our strategic alliances and arrangements with third parties who own the rights to manufacture, market and/or sell pharmaceutical products contain customary early termination provisions typically found in agreements of this kind and are generally based on the other party s material breach or bankruptcy (voluntary or involuntary) and product safety concerns. The amount of notice required for early termination generally ranges from immediately upon notice to 180 days after receipt of notice. Termination immediately upon notice is generally available where the other party files a voluntary bankruptcy petition or if a material safety issue arises with a product such that the medical risk/benefit is incompatible with the welfare of patients to continue to develop or commercialize this product. Termination upon 30 to 90 days notice is generally available where an involuntary bankruptcy petition has been filed (and has not been dismissed) or a material breach by the other party has occurred (and not been cured). A number of alliance agreements also permit the collaborator or us to terminate without cause, typically exercisable with substantial advance written notice and often exercisable only after a specified period of time has elapsed after the collaboration agreement is signed. Our strategic alliances and arrangements typically do not otherwise contain provisions that provide the other party the right to terminate the alliance on short notice.

In general, we do not retain any rights to a product brought to an alliance by another party or to the other party s intellectual property after an alliance terminates. The loss of rights to one or more products that are marketed and sold by us pursuant to a strategic alliance arrangement could be material to our results of operations and cash flows, and, in the case of PLAVIX* or ABILIFY*, could be material to our financial condition and liquidity. As is customary in the pharmaceutical industry, the terms of our strategic alliances and arrangements generally are co-extensive with the exclusivity period and may vary on a country-by-country basis.

Our most significant current alliances and arrangements for both currently marketed products and investigational compounds are described below.

Current Marketed Products In-Licensed

Sanofi We have agreements with Sanofi for the codevelopment and cocommercialization of AVAPRO*/AVALIDE* and PLAVIX*. AVAPRO*/AVALIDE* is copromoted in certain countries outside the U.S. under the tradename APROVEL*/COAPROVEL* and comarketed in certain countries outside the U.S. by us under the tradename KARVEA*/KARVEZIDE*. PLAVIX* is copromoted in certain countries outside the U.S. under the tradename PLAVIX* and comarketed in certain countries outside the U.S. by us under the tradename ISCOVER*.

The worldwide alliance operates under the framework of two geographic territories, one covering certain European and Asian countries, referred to as Territory A, and one covering the U.S., Puerto Rico, Canada, Australia and certain Latin American countries, referred to as Territory B. Territory B is managed by two separate sets of agreements: one for PLAVIX* in the U.S. and Puerto Rico and both products in Australia, Mexico, Brazil, Colombia and Argentina and a separate set of agreements for AVAPRO*/AVALIDE* in the U.S. and Puerto Rico only. Within each territory, a territory partnership exists to supply finished product to each country within the territory and to manage or contract for certain central expenses such as marketing, research and development and royalties. Countries within Territories A and B are structured so that our local affiliate and Sanofi s local affiliate either comarket separate brands (i.e., each affiliate operates independently and competes with the other by selling the same product under different trademarks), or copromote a single brand (i.e., the same product under the same trademark).

Within Territory A, the comarketing countries include Germany, Spain, Italy (irbesartan only), Greece and China (clopidogrel bisulfate only). We sell ISCOVER* and KARVEA*/KARVEZIDE* and Sanofi sells PLAVIX* and APROVEL*/COAPROVEL* in these countries, except China, where we retain the right to, but do not currently comarket ISCOVER*. The Company and Sanofi copromote PLAVIX* and APROVEL*/COAPROVEL* in France, the UK, Belgium, Netherlands, Switzerland and Portugal. In addition, the Company and Sanofi copromote PLAVIX* in Austria, Italy, Ireland, Denmark, Finland, Norway, Sweden, Taiwan, South Korea and Hong Kong, and APROVEL*/COAPROVEL* in certain French export countries. In 2010 and prior, the Company and Sanofi also copromoted PLAVIX* in Singapore. Sanofi acts as the operating partner for Territory A and owns a 50.1% financial controlling interest in this territory. Our ownership interest in this territory is 49.9%. We account for the investment in partnership entities in Territory A under the equity method and recognize our share of the results in equity in net income of affiliates. Our share of net income from these partnership entities before taxes was $298 million in 2011, $325 million in 2010 and $558 million in 2009.

Within Territory B, the Company and Sanofi copromote PLAVIX* and AVAPRO*/AVALIDE* in the U.S., Canada and Puerto Rico. The other Territory B countries, Australia, Mexico, Brazil, Colombia (clopidogrel bisulfate only) and Argentina are comarketing countries. We act as the operating partner for Territory B and own a 50.1% majority controlling interest in this territory. As such, we consolidate all partnership results in Territory B and recognize Sanofi s share of the results as net earnings attributable to noncontrolling interest, net of taxes, which was $1,536 million in 2011, $1,394 million in 2010 and $1,159 million in 2009.

We recognized net sales in Territory B and Territory A comarketing countries of $8.0 billion in 2011, $7.8 billion in 2010 and $7.4 billion in 2009.

The territory partnerships are governed by a series of committees with enumerated functions, powers and responsibilities. Each territory has two senior committees which have final decision-making authority with respect to that territory as to the enumerated functions, powers and responsibilities within their jurisdictions.

The agreements with Sanofi expire on the later of (i) with respect to PLAVIX*, 2013 and, with respect to AVAPRO*/AVALIDE*, 2012 in the Americas and Australia and 2013 in Europe and Asia, and (ii) the expiration of all patents and other exclusivity rights relating to the products in the applicable territory.

The alliance arrangements may be terminated by Sanofi or us, either in whole or in any affected country or Territory, depending on the circumstances, in the event of (i) voluntary or involuntary bankruptcy or insolvency, which in the case of involuntary bankruptcy continues for 60 days or an order or decree approving same continues unstayed and in effect for 30 days; (ii) a material breach of an obligation under a major alliance agreement that remains uncured for 30 days following notice of the breach except where commencement and diligent prosecution of cure has occurred within 30 days after notice; (iii) deadlocks of one of the senior committees which render the continued commercialization of the product impossible in a given country or Territory; (iv) an increase in the combined cost of goods and royalty which exceeds a specified percentage of the net selling price of the product; or (v) a good faith determination by the terminating party that commercialization of a product should be terminated for reasons of patient safety.

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In the case of each of these termination rights, the agreements include provisions for the termination of the relevant alliance with respect to the applicable product in the applicable country or territory or, in the case of a termination due to bankruptcy or insolvency or material breach, both products in the applicable territory. Each of these termination procedures is slightly different; however, in all events, we could lose all rights to either or both products, as applicable, in the relevant country or territory even in the case of a bankruptcy or insolvency or material breach where we are not the defaulting party.

For further discussion of our strategic alliance with Sanofi, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Otsuka We maintain a worldwide commercialization agreement with Otsuka to codevelop and copromote ABILIFY* (the ABILIFY* Agreement), excluding certain Asia Pacific countries. In April 2009, the Company and Otsuka agreed to extend the U.S. portion of the commercialization and manufacturing agreement until the expected loss of product exclusivity in April 2015. The contractual share of ABILIFY* net sales recognized by the Company pursuant to the extension was 65% in 2009, 58% in 2010 and 53.5% in 2011. Beginning on January 1, 2012, the contractual share of revenue recognized by the Company was further reduced to 51.5%.

In the UK, Germany, France and Spain, the Company receives 65% of third-party net sales. In these countries and the U.S., third-party customers are invoiced by the Company on behalf of Otsuka and alliance revenue is recognized when ABILIFY* is shipped and all risks and rewards of ownership have transferred to third party customers. We also have an exclusive right to sell ABILIFY* in other countries in Europe, the Americas and a number of countries in Asia. In these countries we recognize 100% of the net sales.

Under the terms of the ABILIFY* Agreement, as amended, we purchase the product from Otsuka and perform finish manufacturing for sale by us or Otsuka to third-party customers. Under the terms of the extension agreement, we paid Otsuka $400 million, which is amortized as a reduction of net sales through the extension period. The unamortized balance is included in other assets. Otsuka receives a royalty based on 1.5% of total U.S. net sales, which is included in cost of products sold. Otsuka is responsible for 30% of the U.S. expenses related to the commercialization of ABILIFY* from 2010 through 2012. Reimbursements are netted principally in marketing, selling and administrative and advertising and product promotion expenses.

The ABILIFY* Agreement expires in April 2015 in the U.S. and in June 2014 in all EU countries. In each other country where we have the exclusive right to sell ABILIFY*, the agreement expires on the later of April 20, 2015 or loss of exclusivity in any such country.

Beginning January 1, 2013, and through the expected loss of U.S. exclusivity in April 2015, we will receive the following percentages of U.S. annual net sales:

	Share as a % of U.S. Net Sales
$0 to $2.7 billion	50%
$2.7 billion to $3.2 billion	20%
$3.2 billion to $3.7 billion	7%
$3.7 billion to $4.0 billion	2%
$4.0 billion to $4.2 billion	1%
In excess of $4.2 billion	20%

During this period, Otsuka will be responsible for 50% of all U.S. expenses related to the commercialization of ABILIFY* in the U.S.

The U.S. portion of the ABILIFY* Agreement and the Oncology Agreement described below include a change-of-control provision if we are acquired. If the acquiring company does not have a competing product to ABILIFY*, then the new company will assume the ABILIFY* Agreement (as amended) and the Oncology Agreement as it currently exists. If the acquiring company has a product that competes with ABILIFY*, Otsuka can elect to request the acquiring company to choose whether to divest ABILIFY* or the competing product. In the scenario where ABILIFY* is divested, Otsuka would be obligated to acquire our rights under the ABILIFY* Agreement (as amended) at a price according to a predetermined schedule. The agreements also provide that in the event of a generic competitor to ABILIFY*, we have the option of terminating the ABILIFY* April 2009 amendment (with the agreement as previously amended remaining in force). If we were to exercise such option then either (i) we would receive a payment from Otsuka according to a pre-determined schedule and the Oncology Agreement would terminate at the same time or (ii) the Oncology Agreement would continue for a truncated period according to a pre-determined schedule.

Early termination of the ABILIFY* Agreement is immediate upon notice in the case of (i) voluntary bankruptcy, (ii) where minimum payments are not made to Otsuka, or (iii) first commercial sale has not occurred within three months after receipt of all necessary approvals, 30 days where a material breach has occurred (and not been cured or commencement of cure has not occurred within 90 days after notice of such material breach) and 90 days in the case where an involuntary bankruptcy petition has been filed (and has not been dismissed). In addition, termination is

available to Otsuka upon 30 days notice in the event that we were to challenge Otsuka s patent rights or, on a market-by-market basis, in the event that we were to market a product in direct competition with ABILIFY*. Upon termination or expiration of the ABILIFY* Agreement, we do not retain any rights to ABILIFY*.

We recognized net sales for ABILIFY* of $2.8 billion in 2011 and $2.6 billion in both 2010 and 2009. In addition to the $400 million extension payment in 2009, total upfront, milestone and other licensing payments made to Otsuka under the ABILIFY* Agreement through 2011 were $217 million.

For a discussion of our Oncology Agreement with Otsuka, see *Current Marketed Products Internally Discovered* below. For further discussion of our strategic alliance with Otsuka, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Lilly We have an EGFR commercialization agreement with Lilly through Lilly s subsidiary ImClone for the codevelopment and copromotion of ERBITUX* and necitumumab (IMC-11F8) in the U.S., Canada and Japan. For more information on the agreement with respect to necitumumab, see *Investigational Compounds Under Development In-Licensed* below. Under the EGFR agreement, with respect to ERBITUX* sales in North America, Lilly receives a distribution fee based on a flat rate of 39% of net sales in North America, plus reimbursement of certain royalties paid by Lilly, and the Company and Lilly share one half of the profits and losses evenly in Japan with Merck KgaA receiving the other half of the profits and losses in Japan. The parties share royalties payable to third parties pursuant to a formula set forth in the commercialization agreement. We purchase all of our North American commercial requirements for bulk ERBITUX* from Lilly. The agreement expires as to ERBITUX* in North America in September 2018.

Early termination is available based on material breach and is effective 60 days after notice of the material breach (and such material breach has not been cured or commencement of cure has not occurred), or upon six months notice from us if there exists a significant concern regarding a regulatory or patient safety issue that would seriously impact the long-term viability of the product. Upon termination or expiration of the alliance, we do not retain any rights to ERBITUX*.

We share codevelopment and copromotion rights to ERBITUX* with Merck KGaA in Japan under an agreement signed in October 2007, and expiring in 2032, with Lilly, Merck KGaA and Merck Japan. Lilly has the ability to terminate the agreement after 2018 if it determines that it is commercially unreasonable for it to continue. ERBITUX* received marketing approval in Japan in July 2008 for the use of ERBITUX* in treating patients with advanced or recurrent colorectal cancer.

We recognized net sales for ERBITUX* of $691 million in 2011, $662 million in 2010 and $683 million in 2009.

For further discussion of our strategic alliance with Lilly, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Gilead We have a joint venture with Gilead to develop and commercialize ATRIPLA* in the U.S., Canada and Europe. The Company and Gilead share responsibility for commercializing ATRIPLA* in the U.S., Canada, throughout the EU and certain other European countries, and both provide funding and field-based sales representatives in support of promotional efforts for ATRIPLA*. Gilead recognizes 100% of ATRIPLA* revenues in the U.S., Canada and most countries in Europe. Our revenue for the efavirenz component is determined by applying a percentage to ATRIPLA* revenue to approximate revenue for the SUSTIVA brand. We recognized efavirenz revenues of $1,204 million in 2011, $1,053 million in 2010 and $869 million in 2009 related to ATRIPLA* net sales.

The joint venture between the Company and Gilead will continue until terminated by mutual agreement of the parties or otherwise as described below. In the event of a material breach by one party, the non-breaching party may terminate the joint venture only if both parties agree that it is both desirable and practicable to withdraw the combination product from the markets where it is commercialized. At such time as one or more generic versions of a party s component product(s) appear on the market in the U.S., the other party will have the right to terminate the joint venture and thereby acquire all of the rights to the combination product, both in the U.S. and Canada; however, for three years the terminated party will continue to receive a percentage of the net sales based on the contribution of bulk component(s) to ATRIPLA*, and otherwise retains all rights to its own product(s).

In 2011, we entered into a licensing agreement with Gilead to develop and commercialize a fixed-dose combination containing REYATAZ* and Gilead s cobicistat, a pharmacoenhancing or boosting agent currently in Phase III clinical trials that increases blood levels of certain HIV medicines to potentially allow for one pill once daily dosing.

For further discussion of our strategic alliance with Gilead, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Current Marketed Products Internally Discovered

AstraZeneca In January 2007, we entered into a worldwide (except for Japan) codevelopment and cocommercialization agreement with AstraZeneca for ONGLYZA (the Saxagliptin Agreement). KOMBIGLYZE was codeveloped with AstraZeneca under the Saxagliptin Agreement. The exclusive rights to develop and sell ONGLYZA in Japan were licensed to Otsuka in December 2006, which is described below under *Investigational Compounds Under Development Internally Discovered*. The Company and AstraZeneca are also parties to a worldwide codevelopment and cocommercialization agreement for dapagliflozin, which is described below under *Investigational Compounds Under*

Development Internally Discovered.

We manufacture ONGLYZA and KOMBIGLYZE and, with certain limited exceptions, recognize net sales in most key markets. We received $300 million in upfront, milestone and other licensing payments from AstraZeneca for meeting certain development and regulatory milestones on ONGLYZA and KOMBIGLYZE, including $50 million received in 2010 and $150 million received in 2009, and could receive up to an additional $300 million if all sales-based milestones are met. The majority of costs under the initial development plans were paid by AstraZeneca and additional development costs are generally shared equally. We expense ONGLYZA and KOMBIGLYZE development costs, net of AstraZeneca s share, in research and development. The two companies jointly develop the clinical and marketing strategy and share commercialization expenses and profits and losses equally on a global basis, excluding Japan.

For further discussion of our strategic alliance with AstraZeneca, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Otsuka Simultaneously with the extension of the ABILIFY* Agreement, in April 2009, the Company and Otsuka entered into an Oncology Agreement for SPRYCEL and IXEMPRA, which includes the U.S., Japan and the EU markets (the Oncology Territory). Beginning in 2010 through 2020, the collaboration fees that we will pay to Otsuka annually are the following percentages of the aggregate net sales of SPRYCEL and IXEMPRA in the Oncology Territory:

	% of Net Sales	
	2010 - 2012	**2013 - 2020**
$0 to $400 million	30%	65%
$400 million to $600 million	5%	12%
$600 million to $800 million	3%	3%
$800 million to $1.0 billion	2%	2%
In excess of $1.0 billion	1%	1%

During these periods, Otsuka will contribute (i) 20% of the first $175 million of certain commercial operational expenses relating to the oncology products in the Oncology Territory, and (ii) 1% of such commercial operational expenses relating to the products in the Oncology Territory in excess of $175 million. Beginning in 2011, Otsuka copromotes SPRYCEL in the U.S. and Japan and has exercised the right to copromote in the top five EU markets beginning in January 2012.

The Oncology Agreement expires with respect to SPRYCEL and IXEMPRA in 2020 and includes the same change-of-control provision if we were acquired as the ABILIFY* Agreement described above.

For a discussion of our ABILFY* Agreement with Otsuka, see *Current Marketed Products In-Licensed* above. For further discussion of our strategic alliance with Otsuka, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Pfizer The Company and Pfizer are parties to a worldwide codevelopment and cocommercialization agreement for ELIQUIS, an anticoagulant discovered by us and being studied for the prevention and treatment of a broad range of venous and arterial thrombotic conditions which is currently approved and marketed in the EU for VTE prevention. Pfizer funds 60% of all development costs since January 2007 and we fund 40%. We have received $559 million in upfront, milestone and other licensing payments from Pfizer to date, including $20 million received in January 2012, and could receive up to an additional $325 million from Pfizer if all development and regulatory milestones are met. The companies jointly develop the clinical and marketing strategy of ELIQUIS, and share commercialization expenses and profits and losses equally on a global basis.

For further discussion of our strategic alliance with Pfizer, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Investigational Compounds Under Development In-Licensed

Lilly In January 2010, the Company and Lilly restructured the EGFR commercialization agreement to provide for the codevelopment and cocommercialization of necitumumab (IMC-11F8), a fully human antibody currently in Phase III development for non-small cell lung cancer. See Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Product and Pipeline Developments for an update on one Phase III trial. As restructured, both companies will share in the cost of developing and will share in the profits and losses upon commercializing necitumumab in the U.S., Canada and Japan. Lilly maintains exclusive rights to necitumumab in all other markets. We will fund 55% of development costs for studies that will be used only in the U.S., 50% for Japan studies, and 27.5% for global studies. We will pay $250 million to Lilly as a milestone payment if first approval is granted in the U.S. In the U.S. and Canada, we will recognize all sales and 55% of the profits and losses for necitumumab. Lilly will provide 50% of the selling effort and the parties will, in general, equally participate in other commercialization efforts. In Japan, the Company and Lilly will share commercial costs and profits evenly. The agreement as it relates to necitumumab continues beyond patent expiration until both parties agree to terminate. Beginning in 2011, Lilly manufactures the bulk requirements and we assume responsibility for fill/finish of necitumumab.

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Abbott In August 2008, we were granted exclusive rights from Facet Biotech Corporation (now Abbott) for the codevelopment and cocommercialization of elotuzumab, a humanized monoclonal antibody being investigated as treatment for multiple myeloma. Under the terms of the agreement, we fund 80% of the development costs for elotuzumab. Upon commercialization, Abbott will share 30% of all profits and losses in the U.S., and will be paid tiered royalties outside of the U.S. We will be solely responsible for commercialization of elotuzumab. In addition, Abbott may receive milestone payments from us based on certain regulatory events and sales thresholds, if achieved.

Investigational Compounds Under Development Internally Discovered

AstraZeneca As mentioned above, we have a worldwide codevelopment and cocommercialization agreement with AstraZeneca for dapagliflozin (the SGLT2 Agreement). Dapagliflozin is being studied for the potential treatment of diabetes and was discovered by us.

Under the SGLT2 Agreement, we have received $170 million of upfront, milestone and other licensing payments from AstraZeneca, including $120 million received during 2011 and could receive up to $230 million more if all development and regulatory milestones for dapagliflozin are met and up to an additional $390 million if all sales-based milestones for dapagliflozin are met. The majority of costs under the initial plans through 2009 were paid by AstraZeneca and any additional development costs will generally be shared equally except for Japan, where AstraZeneca bears substantially all of the development costs prior to approval of the first indication. We expense dapagliflozin development costs, net of our alliance partner s share, in research and development. Under the SGLT2 Agreement, like with the Saxagliptin Agreement, the two companies will jointly develop the clinical and marketing strategy and share commercialization expenses and profits and losses for dapagliflozin equally on a global basis, and we will manufacture dapagliflozin and, with certain limited exceptions, recognize net sales in most key markets. With respect to Japan, AstraZeneca has operational and cost responsibility for all development and regulatory activities on behalf of the collaboration, related to certain trials. All other development costs are shared by the two companies. The two companies will jointly market the product in Japan, sharing all commercialization expenses and activities and splitting profits and losses equally like in the rest of the world. We will also manufacture dapagliflozin and recognize net sales in Japan, like in the rest of the world. Dapagliflozin is currently being studied in Phase II clinical trials in Japan.

For further discussion of our strategic alliance with AstraZeneca, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Otsuka In January 2007, we granted Otsuka exclusive rights in Japan to develop and commercialize ONGLYZA. We are entitled to receive milestone payments based on certain regulatory events, as well as sales-based payments following regulatory approval of ONGLYZA in Japan. We retained rights to copromote ONGLYZA with Otsuka in Japan. Otsuka is responsible for all development costs in Japan.

Royalty and Other Licensing Arrangements

In addition to the strategic alliances described above, we have other in-licensing and out-licensing arrangements. With respect to in-licenses, we have agreements with Novartis for REYATAZ among others. Based on our current expectations with respect to the expiration of market exclusivity in our significant markets, the licensing arrangements with Novartis for REYATAZ are expected to expire in 2017 in the U.S. and the EU and 2019 in Japan. For further discussion of market exclusivity protection, including a chart showing net sales of key products together with the year in which basic exclusivity loss occurred or is expected to occur in the U.S., the EU, Japan and Canada, see Products above.

We own certain compounds out-licensed to third parties for development and commercialization, including those obtained as a result of our acquisitions of ZymoGenetics in October 2010 and Medarex in August 2009. We are entitled to receive milestone payments as these compounds move through the regulatory process and royalties based on product sales, if and when the products are commercialized.

Intellectual Property and Product Exclusivity

We own or license a number of patents in the U.S. and foreign countries primarily covering our products. We have also developed many brand names and trademarks for our products. We consider the overall protection of our patents, trademarks, licenses and other intellectual property rights to be of material value and act to protect these rights from infringement.

In the pharmaceutical industry, the majority of an innovative product s commercial value is usually realized during the period in which the product has market exclusivity. A product s market exclusivity is generally determined by two forms of intellectual property: patent rights held by the innovator company and any regulatory forms of exclusivity to which the innovative drug is entitled.

Patents are a key determinant of market exclusivity for most branded pharmaceuticals. Patents provide the innovator with the right to exclude others from practicing an invention related to the medicine. Patents may cover, among other things, the active ingredient(s),

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various uses of a drug product, pharmaceutical formulations, drug delivery mechanisms and processes for (or intermediates useful in) the manufacture of products. Protection for individual products extends for varying periods in accordance with the expiration dates of patents in the various countries. The protection afforded, which may also vary from country to country, depends upon the type of patent, its scope of coverage and the availability of meaningful legal remedies in the country.

Market exclusivity is also sometimes influenced by regulatory intellectual property rights. Many developed countries provide certain non-patent incentives for the development of medicines. For example, in the U.S., the EU, Japan, Canada and certain other markets, regulatory intellectual property rights are offered as incentives for research on medicines for rare diseases, or orphan drugs, and on medicines useful in treating pediatric patients. These incentives can extend the market exclusivity period on a product beyond the patent term.

The U.S., EU, Japan and Canada also each provide for a minimum period of time after the approval of a new drug during which the regulatory agency may not rely upon the innovator s data to approve a competitor s generic copy, or data protection. In certain markets where patent protection and other forms of market exclusivity may have expired, data protection can be of particular importance. However, most regulatory forms of exclusivity do not prevent a competitor from gaining regulatory approval prior to the expiration of regulatory data exclusivity on the basis of the competitor s own safety and efficacy data on its drug, even when that drug is identical to that marketed by the innovator.

Specific aspects of the law governing market exclusivity and data protection for pharmaceuticals vary from country to country. The following summarizes key exclusivity rules in markets representing significant sales:

United States

In the U.S., most of our key products are protected by patents with varying terms depending on the type of patent and the filing date. A significant portion of a product s patent life, however, is lost during the time it takes an innovative company to develop and obtain regulatory approval of a new drug. As compensation at least in part for the lost patent term, the innovator may, depending on a number of factors, extend the expiration date of one patent up to a maximum term of five years, provided that the extension cannot cause the patent to be in effect for more than 14 years from the date of drug approval.

A company seeking to market an innovative pharmaceutical in the U.S. must submit a complete set of safety and efficacy data to the FDA. If the innovative pharmaceutical is a chemical, the company files a New Drug Application (NDA). If the medicine is a biological product, a Biologics License Application (BLA) is filed. The type of application filed affects regulatory exclusivity rights.

Chemical products

A competitor seeking to launch a generic substitute of a chemical innovative drug in the U.S. must file an abbreviated NDA (aNDA) with the FDA. In the aNDA, the generic manufacturer needs to demonstrate only bioequivalence between the generic substitute and the approved NDA drug. The aNDA relies upon the safety and efficacy data previously filed by the innovator in its NDA.

An innovator company is required to list certain of its patents covering the medicine with the FDA in what is commonly known as the Orange Book. Absent a successful patent challenge, the FDA cannot approve an aNDA until after the innovator s listed patents expire. However, after the innovator has marketed its product for four years, a generic manufacturer may file an aNDA and allege that one or more of the patents listed in the Orange Book under an innovator s NDA is either invalid or not infringed. This allegation is commonly known as a Paragraph IV certification. The innovator then must decide whether to file a patent infringement suit against the generic manufacturer. From time to time, aNDAs, including Paragraph IV certifications, are filed with respect to certain of our products. We evaluate these aNDAs on a case-by-case basis and, where warranted, file suit against the generic manufacturer to protect our patent rights.

In addition to benefiting from patent protection, certain innovative pharmaceutical products can receive periods of regulatory exclusivity. A NDA that is designated as an orphan drug can receive seven years of exclusivity for the orphan indication. During this time period, neither NDAs nor aNDAs for the same drug product can be approved for the same orphan use. A company may also earn six months of additional exclusivity for a drug where specific clinical trials are conducted at the written request of the FDA to study the use of the medicine to treat pediatric patients, and submission to the FDA is made prior to the loss of basic exclusivity.

Medicines approved under a NDA can also receive several types of regulatory data protection. An innovative chemical pharmaceutical is entitled to five years of regulatory data protection in the U.S., during which competitors cannot file with the FDA for approval of generic substitutes. If an innovator s patent is challenged, as described above, a generic manufacturer may file its aNDA after the fourth year of the five-year data protection period. A pharmaceutical drug product that contains an active ingredient that has been previously approved in an NDA, but is approved in a new formulation, but not for the drug itself, or for a new indication on the basis of new clinical trials, receives three years of data protection for that formulation or indication.

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Biologic products

Under the U.S. healthcare legislation enacted in 2010, regulatory approval of biosimilar versions of biological products can be obtained through an abbreviated path. The abbreviated path for approval of biosimilar products under the U.S. healthcare legislation significantly affects the regulatory data exclusivity for biological products. The 2010 legislation provides a regulatory mechanism that allows for FDA approval of biologic drugs that are similar to (but not generic copies of) innovative drugs on the basis of less extensive data than is required by a full BLA. The legislation created an approval pathway for biosimilar versions of biological products, which did not previously exist. Innovative biological products no longer receive the essentially unlimited regulatory data exclusivity that existed prior to creation of a regulatory path for biosimilar versions. Under the 2010 law, after an innovator has marketed its biological product for four years, a biosimilar manufacturer may file an application for approval of a biosimilar version of the innovator product. However, although an application for approval of a biosimilar may be filed four years after approval of the innovator product, qualified innovative biological products will receive 12 years of regulatory exclusivity, meaning that the FDA may not approve a biosimilar version until 12 years after the innovative biological product was first approved by the FDA. The 2010 law also provides a mechanism for innovators to enforce the patents that protect innovative biological products and for biosimilar applicants to challenge the patents. Such patent litigation may begin as early as four years after the innovative biological product is first approved by the FDA.

In the U.S., the increased likelihood of generic and biosimilar challenges to innovators intellectual property has increased the risk of loss of innovators market exclusivity. First, generic companies have increasingly sought to challenge innovators basic patents covering major pharmaceutical products. Second, statutory and regulatory provisions in the U.S. limit the ability of an innovator company to prevent generic and biosimilar drugs from being approved and launched while patent litigation is ongoing. As a result of all of these developments, it is not possible to predict the length of market exclusivity for a particular product with certainty based solely on the expiration of the relevant patent(s) or the current forms of regulatory exclusivity.

European Union

Patents on pharmaceutical products are generally enforceable in the EU and, as in the U.S., may be extended to compensate for the patent term lost during the regulatory review process. Such extensions are granted on a country-by-country basis.

The primary route we use to obtain marketing authorization of pharmaceutical products in the EU is through the centralized procedure. This procedure is compulsory for certain pharmaceutical products, in particular those using biotechnological processes, and is also available for certain new chemical compounds and products. A company seeking to market an innovative pharmaceutical product through the centralized procedure must file a complete set of safety data and efficacy data as part of a Marketing Authorization Application (MAA) with the European Medicines Agency (EMA). After the EMA evaluates the MAA, it provides a recommendation to the European Commission (EC) and the EC then approves or denies the MAA. It is also possible for new chemical products to obtain marketing authorization in the EU through a mutual recognition procedure, in which an application is made to a single member state, and if the member state approves the pharmaceutical product under a national procedure, then the applicant may submit that approval to the mutual recognition procedure of some or all other member states.

After obtaining marketing authorization approval, a company must obtain pricing and reimbursement for the pharmaceutical product, which is typically subject to member state law. In certain EU countries, this process can take place simultaneously while the product is marketed but in other EU countries, this process must be completed before the company can market the new product. The pricing and reimbursement procedure can take months and sometimes years to complete.

Throughout the EU, all products for which marketing authorizations have been filed after October/November 2005 are subject to an 8+2+1 regime. Eight years after the innovator has received its first community authorization for a medicinal product, a generic company may file a marketing authorization application for that product with the health authorities. If the marketing authorization application is approved, the generic company may not commercialize the product until after either 10 or 11 years have elapsed from the initial marketing authorization granted to the innovator. The possible extension to 11 years is available if the innovator, during the first eight years of the marketing authorization, obtains an additional indication that is of significant clinical benefit in comparison with existing treatments. For products that were filed prior to October/November 2005, there is a 10-year period of data protection under the centralized procedures and a period of either six or 10 years under the mutual recognition procedure (depending on the member state).

In contrast to the U.S., patents in the EU are not listed with regulatory authorities. Generic versions of pharmaceutical products can be approved after data protection expires, regardless of whether the innovator holds patents covering its drug. Thus, it is possible that an innovator may be seeking to enforce its patents against a generic competitor that is already marketing its product. Also, the European patent system has an opposition procedure in which generic manufacturers may challenge the validity of patents covering innovator products within nine months of grant.

In general, EU law treats chemically-synthesized drugs and biologically-derived drugs the same with respect to intellectual property and data protection. In addition to the relevant legislation and annexes related to biologic medicinal products, the EMA has issued guidelines that outline

the additional information to be provided for biosimilar products, also known as generic biologics, in order to review an application for marketing approval.

Japan

In Japan, medicines of new chemical entities are generally afforded eight years of data exclusivity for approved indications and dosage. Patents on pharmaceutical products are enforceable. Generic copies can receive regulatory approval after data exclusivity and patent expirations. As in the U.S., patents in Japan may be extended to compensate for the patent term lost during the regulatory review process.

In general, Japanese law treats chemically-synthesized and biologically-derived drugs the same with respect to intellectual property and market exclusivity.

Canada

In Canada as of 2006, medicines of new chemical entities are generally afforded eight years of data exclusivity for approved indications and dosage. Patents on pharmaceutical products are enforceable. Generic copies can receive regulatory approval after data exclusivity and patent expirations. Currently, unlike the U.S., Canada has no patent term restoration to compensate for the patent term lost during the regulatory review process.

In Canada, biologics are generally treated the same as chemically-synthesized products with respect to patent rights and regulatory exclusivity. Health Canada has issued draft guidance that outlines the additional information to be provided for Subsequent Entry Biologics, also known as biosimilar products or generic biologics, in order to review an application for marketing approval.

Rest of World

In countries outside of the U.S., the EU, Japan and Canada, there is a wide variety of legal systems with respect to intellectual property and market exclusivity of pharmaceuticals. Most other developed countries utilize systems similar to either the U.S. or the EU (e.g., Switzerland). Among developing countries, some have adopted patent laws and/or regulatory exclusivity laws, while others have not. Some developing countries have formally adopted laws in order to comply with World Trade Organization (WTO) commitments, but have not taken steps to implement these laws in a meaningful way. Enforcement of WTO actions is a long process between governments, and there is no assurance of the outcome. Thus, in assessing the likely future market exclusivity of our innovative drugs in developing countries, we take into account not only formal legal rights but political and other factors as well.

Marketing, Distribution and Customers

We promote the appropriate use of our products directly to healthcare professionals and providers such as doctors, nurse practitioners, physician assistants, pharmacists, technologists, hospitals, Pharmacy Benefit Managers (PBMs) and Managed Care Organizations (MCOs). We also provide information about the appropriate use of our products to consumers in the U.S. through direct-to-consumer print, radio and television advertising. In addition, we sponsor general advertising to educate the public about our innovative medical research. For a discussion of the regulation of promotion and marketing of pharmaceuticals, see Government Regulation and Price Constraints below.

Through our sales and marketing organizations, we explain the approved uses and risks and benefits of our products to medical professionals. We work to gain access to health authorities, PBM and MCO formularies (lists of recommended or approved medicines and other products), including Medicare Part D plans and reimbursement lists by providing information about the clinical profile of our products. Marketing of prescription pharmaceuticals is limited to the approved uses of the particular product, but we continue to develop scientific data and other information about our products and provide such information in response to unsolicited inquiries from doctors, other medical professionals and managed care organizations.

Our operations include several marketing and sales organizations. Each organization markets a distinct group of products supported by a sales force and is typically based on particular therapeutic areas or physician groups. These sales forces often focus on selling new products when they are introduced, and promotion to physicians is increasingly targeted at specialists and key primary care physicians.

Our products are sold principally to wholesalers, and to a lesser extent, directly to distributors, retailers, hospitals, clinics, government agencies and pharmacies. Gross sales to the three largest pharmaceutical wholesalers in the U.S. as a percentage of our total gross sales were as follows:

	2011	2010	2009
McKesson Corporation	26%	24%	25%
Cardinal Health, Inc.	21%	21%	20%

AmerisourceBergen Corporation	16%	16%	15%

Our U.S. business has Inventory Management Agreements (IMAs) with substantially all of our direct wholesaler and distributor customers that allow us to monitor U.S. wholesaler inventory levels and requires those wholesalers to maintain inventory levels that are no more than one month of their demand. The IMAs expire on December 31, 2012, subject to certain termination provisions.

In a number of defined markets outside of the U.S., we have established a full scale distributor model to make medically necessary drugs available to patients. We continue to own the marketing authorization and trademarks for these products, but have contracted the services of a full-service distributor to provide distribution and logistics; regulatory and pharmacovigilance; and sales, advertising and promotion for certain products. These contracts clearly define terms and conditions, along with the services we will provide (such as supply through a firm order period). We monitor in-market sales and forecasts to ensure that reasonable inventory levels for all products for sale are maintained to fully and continuously meet the demand for the products within the distributor s territory or responsibility. Sales in these distributor-based markets represented less than 1% of the Company s net sales in 2011.

Competition

The markets in which we compete are generally broad based and highly competitive. We compete with other worldwide research-based drug companies, many smaller research companies with more limited therapeutic focus and generic drug manufacturers. Important competitive factors include product efficacy, safety and ease of use, price and demonstrated cost-effectiveness, marketing effectiveness, product labeling, customer service and research and development of new products and processes. Sales of our products can be impacted by new studies that indicate a competitor s product is safer or more effective for treating a disease or particular form of disease than one of our products. Our sales also can be impacted by additional labeling requirements relating to safety or convenience that may be imposed on products by the FDA or by similar regulatory agencies in different countries. If competitors introduce new products and processes with therapeutic or cost advantages, our products can be subject to progressive price reductions or decreased volume of sales, or both.

Generic Competition

One of the biggest competitive challenges that we face is from generic pharmaceutical manufacturers. In the U.S. and the EU, the regulatory approval process exempts generics from costly and time-consuming clinical trials to demonstrate their safety and efficacy, allowing generic manufacturers to rely on the safety and efficacy of the innovator product. As a result, generic pharmaceutical manufacturers typically invest far less in research and development than research-based pharmaceutical companies and therefore can price their products significantly lower than branded products. Accordingly, when a branded product loses its market exclusivity, it normally faces intense price competition from generic forms of the product. Upon the expiration or loss of market exclusivity on a product, we can lose the major portion of sales of that product in a very short period of time.

The rate of sales decline of a product after the expiration of exclusivity varies by country. In general, the decline in the U.S. market is more rapid than in most other developed countries, though we have observed rapid declines in a number of EU countries as well. Also, the declines in developed countries tend to be more rapid than in developing countries. The rate of sales decline after the expiration of exclusivity has also historically been influenced by product characteristics. For example, drugs that are used in a large patient population (e.g., those prescribed by key primary care physicians) tend to experience more rapid declines than drugs in specialized areas of medicine (e.g., oncology). Drugs that are more complex to manufacture (e.g., sterile injectable products) usually experience a slower decline than those that are simpler to manufacture.

In certain countries outside the U.S., patent protection is weak or nonexistent and we must compete with generic versions shortly after we launch our innovative products. In addition, generic pharmaceutical companies may introduce a generic product before exclusivity has expired, and before the resolution of any related patent litigation. For more information about market exclusivity, see Intellectual Property and Product Exclusivity above.

We believe our long-term competitive position depends upon our success in discovering and developing innovative, cost-effective products that serve unmet medical needs, together with our ability to manufacture products efficiently and to market them effectively in a highly competitive environment.

Managed Care Organizations

The growth of MCOs in the U.S. is also a major factor in the healthcare marketplace. Over half of the U.S. population now participates in some version of managed care. MCOs can include medical insurance companies, medical plan administrators, health-maintenance organizations, Medicare Part D prescription drug plans, alliances of hospitals and physicians and other physician organizations. Those organizations have been consolidating into fewer, larger entities, thus enhancing their purchasing strength and importance to us.

To successfully compete for business with MCOs, we must often demonstrate that our products offer not only medical benefits but also cost advantages as compared with other forms of care. Most new products that we introduce compete with other products already on the market or

products that are later developed by competitors. As noted above, generic drugs are exempt from costly and time-consuming

clinical trials to demonstrate their safety and efficacy and, as such, often have lower costs than brand-name drugs. MCOs that focus primarily on the immediate cost of drugs often favor generics for this reason. Many governments also encourage the use of generics as alternatives to brand-name drugs in their healthcare programs. Laws in the U.S. generally allow, and in many cases require, pharmacists to substitute generic drugs that have been rated under government procedures to be essentially equivalent to a brand-name drug. The substitution must be made unless the prescribing physician expressly forbids it.

Exclusion of a product from a formulary can lead to its sharply reduced usage in the MCO patient population. Consequently, pharmaceutical companies compete aggressively to have their products included. Where possible, companies compete for inclusion based upon unique features of their products, such as greater efficacy, better patient ease of use or fewer side effects. A lower overall cost of therapy is also an important factor. Products that demonstrate fewer therapeutic advantages must compete for inclusion based primarily on price. We have been generally, although not universally, successful in having our major products included on MCO formularies.

Government Regulation and Price Constraints

The pharmaceutical industry is subject to extensive global regulation by regional, country, state and local agencies. The Federal Food, Drug, and Cosmetic Act (FDC Act), other Federal statutes and regulations, various state statutes and regulations, and laws and regulations of foreign governments govern to varying degrees the testing, approval, production, labeling, distribution, post-market surveillance, advertising, dissemination of information, and promotion of our products. The lengthy process of laboratory and clinical testing, data analysis, manufacturing, development, and regulatory review necessary for required governmental approvals is extremely costly and can significantly delay product introductions in a given market. Promotion, marketing, manufacturing and distribution of pharmaceutical products are extensively regulated in all major world markets. In addition, our operations are subject to complex Federal, state, local, and foreign environmental and occupational safety laws and regulations. We anticipate that the laws and regulations affecting the manufacture and sale of current products and the introduction of new products will continue to require substantial scientific and technical effort, time and expense as well as significant capital investments.

Of particular importance is the FDA in the U.S. It has jurisdiction over virtually all of our activities and imposes requirements covering the testing, safety, effectiveness, manufacturing, labeling, marketing, advertising and post-marketing surveillance of our products. In many cases, FDA requirements have increased the amount of time and money necessary to develop new products and bring them to market in the U.S.

The FDA mandates that drugs be manufactured, packaged and labeled in conformity with current Good Manufacturing Practices (cGMP) established by the FDA. In complying with cGMP regulations, manufacturers must continue to expend time, money and effort in production, recordkeeping and quality control to ensure that products meet applicable specifications and other requirements to ensure product safety and efficacy. The FDA periodically inspects our drug manufacturing facilities to ensure compliance with applicable cGMP requirements. Failure to comply with the statutory and regulatory requirements subjects us to possible legal or regulatory action, such as suspension of manufacturing, seizure of product or voluntary recall of a product. Adverse experiences with the use of products must be reported to the FDA and could result in the imposition of market restrictions through labeling changes or product removal. Product approvals may be withdrawn if compliance with regulatory requirements is not maintained or if problems concerning safety or efficacy occur following approval.

The Federal government has extensive enforcement powers over the activities of pharmaceutical manufacturers, including authority to withdraw product approvals, commence actions to seize and prohibit the sale of unapproved or non-complying products, to halt manufacturing operations that are not in compliance with cGMPs, and to impose or seek injunctions, voluntary recalls, civil, monetary and criminal penalties. Such a restriction or prohibition on sales or withdrawal of approval of products marketed by us could materially adversely affect our business, financial condition and results of operations and cash flows.

Marketing authorization for our products is subject to revocation by the applicable governmental agencies. In addition, modifications or enhancements of approved products or changes in manufacturing locations are in many circumstances subject to additional FDA approvals, which may or may not be received and which may be subject to a lengthy application process.

The distribution of pharmaceutical products is subject to the Prescription Drug Marketing Act (PDMA) as part of the FDC Act, which regulates such activities at both the Federal and state level. Under the PDMA and its implementing regulations, states are permitted to require registration of manufacturers and distributors who provide pharmaceuticals even if such manufacturers or distributors have no place of business within the state. States are also permitted to adopt regulations limiting the distribution of product samples to licensed practitioners. The PDMA also imposes extensive licensing, personnel recordkeeping, packaging, quantity, labeling, product handling and facility storage and security requirements intended to prevent the sale of pharmaceutical product samples or other product diversions.

The FDA Amendments Act of 2007 imposed additional obligations on pharmaceutical companies and delegated more enforcement authority to the FDA in the area of drug safety. Key elements of this legislation give the FDA authority to (1) require that companies conduct post-marketing safety studies of drugs, (2) impose certain drug labeling changes relating to safety, (3) mandate risk mitigation measures such as the education of healthcare providers and the restricted distribution of medicines, (4) require companies to publicly disclose data from clinical trials and

(5) pre-review television advertisements.

The marketing practices of all U.S. pharmaceutical manufacturers are subject to Federal and state healthcare laws that are used to protect the integrity of government healthcare programs. The Office of Inspector General of the U.S. Department of Health and Human Services (OIG) oversees compliance with applicable Federal laws, in connection with the payment for products by government funded programs (primarily Medicaid and Medicare). These laws include the Federal anti-kickback statute, which criminalizes the offering of something of value to induce the recommendation, order or purchase of products or services reimbursed under a government healthcare program. The OIG has issued a series of Guidances to segments of the healthcare industry, including the 2003 Compliance Program Guidance for Pharmaceutical Manufacturers (the OIG Guidance), which includes a recommendation that pharmaceutical manufacturers, at a minimum, adhere to the PhRMA Code, a voluntary industry code of marketing practices. We subscribe to the PhRMA Code, and have implemented a compliance program to address the requirements set forth in the OIG Guidance and our compliance with the healthcare laws. Failure to comply with these healthcare laws could subject us to administrative and legal proceedings, including actions by Federal and state government agencies. Such actions could result in the imposition of civil and criminal sanctions, which may include fines, penalties and injunctive remedies, the impact of which could materially adversely affect our business, financial condition and results of operations and cash flows.

We are also subject to the jurisdiction of various other Federal and state regulatory and enforcement departments and agencies, such as the Federal Trade Commission, the Department of Justice and the Department of Health and Human Services in the U.S. We are also licensed by the U.S. Drug Enforcement Agency to procure and produce controlled substances. We are, therefore, subject to possible administrative and legal proceedings and actions by these organizations. Such actions may result in the imposition of civil and criminal sanctions, which may include fines, penalties and injunctive or administrative remedies.

Our activities outside the U.S. are also subject to regulatory requirements governing the testing, approval, safety, effectiveness, manufacturing, labeling and marketing of our products. These regulatory requirements vary from country to country. Whether or not FDA approval or approval of the EMA has been obtained for a product, approval of the product by comparable regulatory authorities of countries outside of the U.S. or the EU, as the case may be, must be obtained prior to marketing the product in those countries. The approval process may be more or less rigorous from country to country, and the time required for approval may be longer or shorter than that required in the U.S. Approval in one country does not assure that a product will be approved in another country.

In many markets outside the U.S., we operate in an environment of government-mandated, cost-containment programs. Several governments have placed restrictions on physician prescription levels and patient reimbursements, emphasized greater use of generic drugs and/or enacted across-the-board price cuts as methods of cost control. In most EU countries, for example, the government regulates pricing of a new product at launch often through direct price controls, international price comparisons, controlling profits and/or reference pricing. In other markets, such as the UK and Germany, the government does not set pricing restrictions at launch, but pricing freedom is subsequently limited, such as by the operation of a profit and price control plan in the UK and by the operation of a reference price system in Germany. Companies also face significant delays in market access for new products, mainly in France, Spain, Italy and Belgium, and more than two years can elapse before new medicines become available on some national markets. Additionally, member states of the EU have regularly imposed new or additional cost containment measures for pharmaceuticals. In recent years, Italy, for example, has imposed mandatory price decreases. The existence of price differentials within the EU due to the different national pricing and reimbursement laws leads to significant parallel trade flows.

Both in the U.S. and internationally, the healthcare industry is subject to various government-imposed regulations authorizing prices or price controls that have and will continue to have an impact on our net sales. In March 2010, the U.S. government enacted healthcare reform legislation, signing into law the Patient Protection and Affordable Care Act (HR 3590) and a reconciliation bill containing a package of changes to the healthcare bill. The legislation makes extensive changes to the current system of healthcare insurance and benefits intended to broaden coverage and reduce costs. These bills significantly change how Americans receive healthcare coverage and how they pay for it. They also have a significant impact on companies, in particular those companies in the pharmaceutical industry and other healthcare related industries, including BMS. We have experienced and will continue to experience additional financial costs and certain other changes to our business as the new healthcare law is implemented. For example, minimum rebates on our Medicaid drug sales have increased from 15.1 percent to 23.1 percent and Medicaid rebates have also been extended to drugs used in risk-based Medicaid managed care plans. In addition, we extend discounts to certain critical access hospitals, cancer hospitals and other covered entities as required by the expansion of the 340B Drug Pricing Program under the Public Health Service Act.

In 2011, we were also required to provide a 50 percent discount on our brand-name drugs to patients who fall within the Medicare Part D coverage gap, also referred to as the donut hole and we will pay an annual non-tax-deductible fee to the federal government based on an allocation of our market share of branded prior year sales to certain government programs including Medicare, Medicaid, Department of Veterans Affairs, Department of Defense and TRICARE.

In many markets outside the U.S., we operate in environments of government-mandated, cost-containment programs, or under other regulatory bodies or groups that can exert downward pressure on pricing. Pricing freedom is limited in the UK, for instance, by the

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operation of a profit control plan and in Germany by the operation of a reference price system. Companies also face significant delays in market access for new products as more than two years can elapse after drug approval before new medicines become available in some countries.

Federal and state governments also have pursued direct methods to reduce the cost of drugs for which they pay. We participate in state government Medicaid programs, as well as certain other qualifying Federal and state government programs whereby discounts and rebates are provided to participating state and local government entities. We also participate in government programs that specify discounts to certain government entities, the most significant of which are the U.S. Department of Defense and the U.S. Department of Veterans Affairs. These entities receive minimum discounts based off a defined non-federal average manufacturer price for purchases. Other programs in which we participate provide discounts for outpatient medicines purchased by certain specified entities under Section 340B of the Public Health Service Act.

For further discussion of these rebates and programs, see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Net Sales and Critical Accounting Policies.

Sources and Availability of Raw Materials

In general, we purchase our raw materials and supplies required for the production of our products in the open market. For some products, we purchase our raw materials and supplies from one source (the only source available to us) or a single source (the only approved source among many available to us), thereby requiring us to obtain such raw materials and supplies from that particular source. We attempt, if possible, to mitigate our raw material supply risks, through inventory management and alternative sourcing strategies. For further discussion of sourcing, see Manufacturing and Quality Assurance below and discussions of particular products.

Manufacturing and Quality Assurance

To meet all expected product demand, we operate and manage our manufacturing network, including our third-party contract manufacturers, and the inventory related thereto, in a manner that permits us to improve efficiency while maintaining flexibility to reallocate manufacturing capacity. Pharmaceutical production processes are complex, highly regulated and vary widely from product to product. Given that shifting or adding manufacturing capacity can be a lengthy process requiring significant capital and out-of-pocket expenditures as well as regulatory approvals, we maintain and operate our flexible manufacturing network, consisting of internal and external resources that minimize unnecessary product transfers and inefficient uses of manufacturing capacity. For further discussion of the regulatory impact on our manufacturing, see Government Regulation and Price Constraints above.

Our pharmaceutical manufacturing facilities are located in the U.S., Puerto Rico, France, Italy, Ireland, Japan, Mexico and China and require significant ongoing capital investment for both maintenance and compliance with increasing regulatory requirements. In addition, as our product line changes over the next several years, we expect to continue modification of our existing manufacturing network to meet complex processing standards that may be required for newly introduced products, including biologics. Biologics manufacturing involves more complex processes than those of traditional pharmaceutical operations. In February 2007, we purchased an 89-acre site to locate our large scale multi-product bulk biologics manufacturing facility in Devens, Massachusetts. Construction of the Devens, Massachusetts facility began in early 2007 and was substantially completed in 2010. We submitted the site for regulatory approval in early 2012 and we expect the FDA to complete a review of our application by the end of the year.

We rely on third parties to manufacture or supply us with certain active ingredients necessary for us to manufacture various products, including PLAVIX*, BARACLUDE, AVALIDE*, REYATAZ, ABILIFY*, ERBITUX*, the SUSTIVA Franchise, ORENCIA, YERVOY, ONGLYZA and KOMBIGLYZE. To maintain a stable supply of these products, we take a variety of actions including inventory management and maintenance of additional quantities of materials, when possible, designed to provide for a reasonable level of these ingredients to be held by the third-party supplier, us or both, so that our manufacturing operations are not interrupted. As an additional protection, in some cases, we take steps to maintain an approved back-up source where available. For example, we will rely on the capacity of our Devens, Massachusetts facility and the capacity available at our third-party contract manufacturers to manufacture ORENCIA.

If we or any third-party manufacturer that we rely on for existing or future products is unable to maintain a stable supply of products, operate at sufficient capacity to meet our order requirements, comply with government regulations for manufacturing pharmaceuticals or meet the complex processing requirements for biologics, our business performance and prospects could be negatively impacted. Additionally, if we or any of our third-party suppliers were to experience extended plant shutdowns or substantial unplanned increases in demand or suspension of manufacturing for regulatory reasons, we could experience an interruption in supply of certain products or product shortages until production could be resumed or expanded.

In connection with divestitures, licensing arrangements or distribution agreements of certain of our products, or in certain other circumstances, we have entered into agreements under which we have agreed to supply such products to third parties. In addition to liabilities that could arise

from our failure to supply such products under the agreements, these arrangements could require us to invest in facilities for the production of non-strategic products, result in additional regulatory filings and obligations or cause an interruption in the manufacturing of our own products.

Our success depends in great measure upon customer confidence in the quality of our products and in the integrity of the data that support their safety and effectiveness. Product quality arises from a total commitment to quality in all parts of our operations, including research and development, purchasing, facilities planning, manufacturing, and distribution. We maintain quality-assurance procedures relating to the quality and integrity of technical information and production processes.

Control of production processes involves detailed specifications for ingredients, equipment and facilities, manufacturing methods, processes, packaging materials and labeling. We perform tests at various stages of production processes and on the final product to ensure that the product meets regulatory requirements and our standards. These tests may involve chemical and physical chemical analyses, microbiological testing, or a combination of these along with other analyses. Quality control is provided by business unit/site quality assurance groups that monitor existing manufacturing procedures and systems used by us, our subsidiaries and third-party suppliers.

Environmental Regulation

Our facilities and operations are subject to extensive U.S. and foreign laws and regulations relating to environmental protection and human health and safety, including those governing discharges of pollutants into the air and water; the use, management and disposal of hazardous, radioactive and biological materials and wastes; and the cleanup of contamination. Pollution controls and permits are required for many of our operations, and these permits are subject to modification, renewal or revocation by the issuing authorities.

Our environment, health and safety group monitors our operations around the world, providing us with an overview of regulatory requirements and overseeing the implementation of our standards for compliance. We also incur operating and capital costs for such matters on an ongoing basis. We expended approximately $16 million in 2011, $15 million in 2010 and $34 million in 2009 on capital projects undertaken specifically to meet environmental requirements. Although we believe that we are in substantial compliance with applicable environmental, health and safety requirements and the permits required for our operations, we nevertheless could incur additional costs, including civil or criminal fines or penalties, clean-up costs, or third-party claims for property damage or personal injury, for violations or liabilities under these laws.

Many of our current and former facilities have been in operation for many years, and over time, we and other operators of those facilities have generated, used, stored or disposed of substances or wastes that are considered hazardous under Federal, state and/or foreign environmental laws, including the U.S. Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA). As a result, the soil and groundwater at or under certain of these facilities is or may be contaminated, and we may be required to make significant expenditures to investigate, control and remediate such contamination, and in some cases to provide compensation and/or restoration for damages to natural resources. Currently, we are involved in investigation and remediation at 14 current or former facilities. We have also been identified as a potentially responsible party (PRP) under applicable laws for environmental conditions at approximately 24 former waste disposal or reprocessing facilities operated by third parties at which investigation and/or remediation activities are ongoing.

We may face liability under CERCLA and other Federal, state and foreign laws for the entire cost of investigation or remediation of contaminated sites, or for natural resource damages, regardless of fault or ownership at the time of the disposal or release. In addition, at certain sites we bear remediation responsibility pursuant to contractual obligations. Generally, at third-party operator sites involving multiple PRPs, liability has been or is expected to be apportioned based on the nature and amount of hazardous substances disposed of by each party at the site and the number of financially viable PRPs. For additional information about these matters, see Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies.

Employees

As of December 31, 2011, we employed approximately 27,000 people.

Foreign Operations

We have significant operations outside the U.S. They are conducted both through our subsidiaries and through distributors.

For a geographic breakdown of net sales, see the table captioned Geographic Areas in Item 8. Financial Statements Note 2. Business Segment Information and for further discussion of our net sales by geographic area see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Net Sales.

International operations are subject to certain risks, which are inherent in conducting business abroad, including, but not limited to, currency fluctuations, possible nationalization or expropriation, price and exchange controls, counterfeit products, limitations on foreign participation in local enterprises and other restrictive governmental actions. Our international businesses are also subject to government-imposed constraints, including laws on pricing or reimbursement for use of products.

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Depending on the direction of change relative to the U.S. dollar, foreign currency values can increase or decrease the reported dollar value of our net assets and results of operations. The change in foreign exchange rates had a net favorable impact on the growth rate of revenues in 2011. While we cannot predict with certainty future changes in foreign exchange rates or the effect they will have on it, we attempt to mitigate their impact through operational means and by using various financial instruments. See the discussions under Item 7A. Quantitative and Qualitative Disclosures About Market Risk and Item 8. Financial Statements Note 10. Financial Instruments.

Bristol-Myers Squibb Website

Our internet website address is www.bms.com. On our website, we make available, free of charge, our annual, quarterly and current reports, including amendments to such reports, as soon as reasonably practicable after we electronically file such material with, or furnishes such material to, the U.S. Securities and Exchange Commission (SEC).

Information relating to corporate governance at Bristol-Myers Squibb, including our Standards of Business Conduct and Ethics, Code of Ethics for Senior Financial Officers, Code of Business Conduct and Ethics for Directors, (collectively, the Codes), Corporate Governance Guidelines, and information concerning our Executive Committee, Board of Directors, including Board Committees and Committee charters, and transactions in Bristol-Myers Squibb securities by directors and executive officers, is available on our website under the Investors Corporate Governance caption and in print to any stockholder upon request. Any waivers to the Codes by directors or executive officers and any material amendment to the Code of Business Conduct and Ethics for Directors and Code of Ethics for Senior Financial Officers will be posted promptly on our website. Information relating to stockholder services, including our Dividend Reinvestment Plan and direct deposit of dividends, is available on our website under the Investors Stockholder Services caption.

We incorporate by reference certain information from parts of our proxy statement for the 2012 Annual Meeting of Stockholders. The SEC allows us to disclose important information by referring to it in that manner. Please refer to such information. Our proxy statement for the 2012 Annual Meeting of Stockholders and 2011 Annual Report will be available on our website under the Investors SEC Filings caption on or about March 21, 2012.

Item 1A. RISK FACTORS.

Any of the factors described below could significantly and negatively affect our business, prospects, financial condition, operating results, or credit ratings, which could cause the trading price of our common stock to decline. Additional risks and uncertainties not presently known to us, or risks that we currently consider immaterial, may also impair our operations.

We face intense competition from other pharmaceutical manufacturers, including for both innovative medicines and lower-priced generic products.

Competition, including lower-priced generic versions of our products, is a major challenge both within the U.S. and internationally. We are facing patent expirations and increasingly aggressive generic competition. Such competition may include (i) new products developed by competitors that have lower prices, superior performance or safety features, or that are otherwise competitive with our products; (ii) technological advances and patents attained by our competitors; (iii) earlier-than-expected competition from generic companies; (iv) clinical study results related to our products or a competitor s products; and (v) business combinations among our competitors and major customers. We also could experience limited or no market access due to real or perceived differences in value propositions of our products compared with competing products.

We depend on certain key products for most of our net sales, cash flows and earnings and U.S. market exclusivity for PLAVIX* and AVAPRO*/AVALIDE* in the U.S. is expected to expire in May 2012 and March 2012, respectively.

We derive a majority of our revenue and earnings from a few key products. In 2011, net sales of PLAVIX were approximately $7.1 billion, representing approximately 33% of total net sales. Net sales of ABILIFY* were approximately $2.8 billion, representing approximately 13% of total net sales. Three other products (REYATAZ, the SUSTIVA Franchise and BARACLUDE) each were more than $1 billion in net sales. A reduction in net sales of one or more of these or other key products could significantly negatively impact our net sales, cash flows and earnings.*

PLAVIX is our top-selling product. In 2011, U.S. net sales were approximately $6.6 billion. We expect that when PLAVIX* loses U.S. exclusivity in May 2012, there will be a rapid, precipitous and material decline in PLAVIX* net sales and a reduction in net income and operating cash flow. AVAPRO*/AVALIDE*, which had 2011 U.S. net sales of $521 million, loses U.S. patent protection in March 2012, after which we expect to experience a precipitous decline in AVAPRO*/AVALIDE* net sales. If we are unable to support and grow our currently marketed products, successfully launch newly approved products, advance our late-stage pipeline and manage our costs effectively, the loss of exclusivity for PLAVIX* and AVAPRO*/AVALIDE* could have a material negative impact on our results of operations, cash flows and financial condition.*

It is possible that we may lose market exclusivity of a product earlier than expected.

In the pharmaceutical and biotechnology industries, the majority of an innovative product s commercial value is usually realized during the period in which it has market exclusivity. In the U.S. and some other countries, when market exclusivity expires and generic versions of a product are approved and marketed, there are usually very substantial and rapid declines in the product s sales. The rate of this decline varies by country and by therapeutic category.

Market exclusivity for our products is based upon patent rights and/or certain regulatory forms of exclusivity. The scope of our patent rights may vary from country to country and may also be dependent on the availability of meaningful legal remedies in that country. The failure to obtain patent and other intellectual property rights, or limitations on the use or loss of such rights, could be material to us. In some countries, including in certain EU member states, basic patent protection for our products may not exist because certain countries did not historically offer the right to obtain certain types of patents and/or we (or our licensors) did not file in those markets. Absent relevant patent protection for a product, once the data exclusivity period expires, generic versions of the product can be approved and marketed, such as generic clopidogrel bisulfate in certain EU markets. In addition, prior to the expiration of data exclusivity, a competitor could seek regulatory approval by submitting its own clinical trial data to obtain marketing approval.

Manufacturers of generic products are also increasingly seeking to challenge patents before they expire. Key patents covering four of our key products (ABILIFY, ATRIPLA*, BARACLUDE, and SPRYCEL) are currently the subject of patent litigation. In some cases, generic manufacturers may choose to launch a generic product at risk before the expiration of the applicable patent(s) and/or before the final resolution of related patent litigation. The length of market exclusivity for any of our products is difficult to predict with certainty and therefore there can be no assurance that a particular product will enjoy market exclusivity for the full period of time that appears in the estimates disclosed in this Form 10-K. For example, we unexpectedly lost exclusivity for PLAVIX* in Canada in 2011.*

We face increased pricing pressure and other restrictions in the U.S. and abroad from managed care organizations, institutional purchasers, and government agencies and programs that could negatively affect our net sales and profit margins.

Pharmaceutical products continue to be subject to increasing price pressures and other restrictions in the U.S., the EU and other regions around the world, including but not limited to: (i) rules and practices of managed care organizations and institutional and governmental purchasers, (ii) judicial decisions and governmental laws and regulations related to Medicare, Medicaid and U.S. healthcare reform, including the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 and the Patient Protection and Affordable Care Act, (iii) the potential impact of importation restrictions, legislative and/or regulatory changes, pharmaceutical reimbursement, Medicare

Part D Formularies and product pricing in general, (iv) delays in gaining reimbursement and/or reductions in reimbursement amounts in countries with government mandated, cost-containment programs (e.g., major European markets, Japan and Canada), (v) other developments in technology and/or industry practices that could directly or indirectly impact the reimbursement policies and practices of third-party payers, and (vi) limited or no market access due to real or perceived differences in value propositions of our products compared to competing products.

Our business and results of operations have been affected, and will continue to be affected, by U.S. healthcare reform legislation in the U.S.

As described under Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Executive Summary Business Environment , the Patient Protection and Affordable Care Act (HR 3590) and a reconciliation bill containing a package of changes to the healthcare bill were signed into law during March 2010. These bills included provisions that reduced our net sales and increased costs due to the increased Medicaid rebate, expanded Medicaid program, additional prescription drug discounts to certain patients under Medicare Part D and a non-tax-deductible annual fee to pharmaceutical companies, among other things. We continue to experience significant financial costs and certain other changes to our business from the implementation of the 2010 U.S. healthcare reform law. The annual EPS impact from U.S. healthcare reform increased from $0.10 in 2010 to $0.24 in 2011. The incremental $0.14 impact was associated with the Medicare Part D coverage gap and the annual pharmaceutical company fee. The 2010 U.S. healthcare reform law also created a regulatory mechanism that allows for approval of biologic drugs that are similar to (but not generic copies of) innovative drugs on the basis of less extensive data than is the basis for a full BLA.

U.S. and foreign laws and regulations may negatively affect our net sales and profit margins.

We could become subject to new government laws and regulations, such as (i) additional healthcare reform initiatives in the U.S. at the Federal and state level and in other countries, including additional mandatory discounts; (ii) changes in the U.S. FDA and foreign regulatory approval processes that may cause delays in approving, or preventing the approval of, new products; (iii) changes in corporate tax regulation, including as part of the proposed U.S. budget deficit reduction package, which could include limiting foreign tax credits, taxing certain tax havens, taxing certain excess income from transferring intellectual property, limiting or disallowing certain U.S. deductions for operating and interest expenses, changing rules for earnings repatriations and eliminating certain tax credits, as well as changing the tax rate or phasing out currently available tax benefits in the U.S. and in certain foreign countries or other changes in tax law; (iv) new laws, regulations and judicial or other governmental decisions affecting pricing, drug reimbursement, receivable repayment, access or marketing within or across jurisdictions; (v) changes in intellectual property law; and (vi) other matters, such as compulsory licenses that could alter the protections afforded to one or more of our products. Any legal or regulatory changes could negatively affect our business, our operating results and the financial condition of our company. Emerging legislation to reduce the U.S. Federal budget deficit, if enacted, will further reduce our operating results.

Changes to the product labeling for any of our marketed products or results from certain studies released after a product is approved could potentially have a negative impact that product s sales.

The labeling for any pharmaceutical product can be changed by the regulatory authorities at any time, including after the product has been on the market for years. These changes are often the result of additional data from post-marketing studies, head-to-head trials, reporting of adverse events from patients or healthcare professionals, studies that identify biomarkers (objective characteristics that can indicate a particular response to a product or therapy), or other studies that produce important additional information about a product. The new information added to a product s label can affect the safety (risk) and/or the efficacy (benefit) profile of the product. Sometimes the additional information from these studies identifies a portion of the patient population that may be non-responsive to a medicine. Labeling changes based on such studies may limit the patient population, such as the changes to the labeling for PLAVIX and ERBITUX* a few years ago. The studies providing such additional information may be sponsored by us, but they can also be sponsored by our competitors, insurance companies, government institutions, managed care organizations, influential scientists, investigators, or other interested parties. While additional safety and efficacy information from these studies assist us and healthcare providers in identifying the best patient population for each of our products, it can also have a negative impact on sales for any such product to the extent that the patient population or product labeling becomes more limited. Additionally, certain study results, especially from head-to-head trials, could affect a product s formulary listing, which could also adversely affect sales.*

We may experience difficulties and delays in the manufacturing, distribution and sale of our products.

We may experience difficulties and delays inherent in the manufacturing, distribution and sale of our products, such as (i) seizure or recalls of products or forced closings of manufacturing plants; (ii) supply chain continuity including as a result of a natural or man-made disaster at one of our facilities or at a critical supplier or vendor as well as our failure or the failure of any of our vendors or suppliers to comply with Current Good Manufacturing Practices and other applicable regulations and quality assurance guidelines that could lead to manufacturing shutdowns, product shortages and delays in product manufacturing; (iii) manufacturing, quality assurance/quality control, supply problems or governmental approval delays due to our consolidation and rationalization of manufacturing facilities and the sale or closure of certain sites; (iv) the failure of a sole source or single source supplier to provide us with necessary raw materials, supplies or finished goods for an extended period of time that could impact continuous supply; (v) the failure of a third-party manufacturer to supply us with finished product on time;

(vi) construction or regulatory approval delays related to new facilities or the expansion of existing facilities, including those intended to support future demand for our biologics products; and (vii) other manufacturing or distribution problems including limits to manufacturing capacity due to regulatory requirements; changes in the types of products produced, such as biologics; physical limitations or other business interruptions that could impact continuous supply.

We may experience difficulties or delays in the development and commercialization of new products.

We may experience difficulties and delays in the development and commercialization of new products, including the inherent risks and uncertainties in developing products, such as (i) compounds or products that may appear promising in development but fail to reach market within the expected or optimal timeframe, or fail ever to reach market, or to be approved for product extensions or additional indications for any number of reasons, including efficacy or safety concerns, the delay or denial of necessary regulatory approvals, delays or difficulties with producing products at a commercial scale level or excessive costs to manufacture products; (ii) failure to enter into or successfully implement optimal alliances, where applicable, for the development and/or commercialization of products; (iii) failure to maintain a consistent scope and variety of promising late-stage products; or (iv) failure of one or more of our products to achieve or maintain commercial viability. In addition, we have observed a recent trend by the U.S. FDA to delay its approval decision on a new product beyond its announced action date, sometimes by as much as six months or longer. Regulatory approval delays are especially common when the product is expected to have a Risk Evaluation and Mitigation Strategy to address significant risk/benefit issues. The inability to bring a product to market or a significant delay in the expected approval and related launch date of a new product could potentially have a negative impact on our net sales and earnings and could result in a significant impairment of in-process research and development or other intangible assets. In January 2012, BMS and our collaboration partner, AstraZeneca, received a complete response letter regarding our NDA for dapagliflozin. The complete response letter requests additional data to allow a better assessment of the benefit-risk profile for dapagliflozin. This includes clinical trial data from ongoing studies and may require information from new clinical trials. Finally, a natural or man-made disaster or sabotage of research and development labs, our compound library and/or a loss of key molecules and intermediaries could negatively impact the product development cycle.

There are legal matters in which adverse outcomes could negatively affect our business.

We are currently involved in or could in the future become involved in various lawsuits, claims, proceedings and government investigations, any of which could preclude or delay commercialization of products or adversely affect operations, profitability, liquidity or financial condition after any possible insurance recoveries where available. Such legal matters include (i) intellectual property disputes; (ii) sales and marketing practices in the U.S. and internationally; (iii) adverse decisions in litigation, including product liability and commercial cases; (iv) recalls or withdrawals of pharmaceutical products or forced closings of manufacturing plants; (v) the failure to fulfill obligations under supply contracts with the government and other customers which may result in liability; (vi) product pricing and promotional matters; (vii) lawsuits and claims asserting, or investigations into, violations of securities, antitrust, federal and state pricing, consumer protection, antibribery (such as the U.S. Foreign Corrupt Practice Act or UK Anti-Bribery Act) and other laws; (viii) environmental, health and safety matters; and (ix) tax liabilities. There can be no assurance that there will not be an increase in scope in any or all of these matters or that there will not be additional lawsuits, claims, proceedings or investigations in the future; nor is there any assurance that any or all of these matters will not have a material adverse impact on us.

We rely on third parties to meet their contractual, regulatory, and other obligations.

We rely on suppliers, vendors and partners, including alliances with other pharmaceutical companies for the manufacturing, development and commercialization of products, and other third parties to meet their contractual, regulatory, and other obligations in relation to their arrangements with us. The failure of any critical third party to meet its obligations, and/or the development of significant disagreements or other factors that materially disrupt the ongoing commercial relationship and prevent optimal alignment between the third parties and their activities, could have a material adverse impact on us. In addition, if these third parties violate or are alleged to have violated any laws or regulations, including the Foreign Corrupt Practice Act, during the performance of their obligations for us, it is possible that we could suffer financial and reputational harm or other negative outcomes, including possible legal consequences.

We are dependent on our outsourcing arrangements.

We are dependent on third-party providers for certain outsourced services, including certain research and development capabilities, certain financial outsourcing arrangements, certain human resource functions, and information technology activities and systems. Many of these third-party providers are located in markets that are subject to political risk, corruption, infrastructure problems and natural disasters in addition to country specific privacy and data security risks given current legal and regulatory environments. The failure of these service providers to meet their obligations, adequately deploy business continuity plans in the event of a crisis and/or the development of significant disagreements, natural or man-made disasters or other factors that materially disrupt our ongoing relationship with these providers could negatively affect operations.

Failure to execute our business strategy could adversely impact our growth and profitability.

Over the last several years, we have transformed from a diversified pharmaceutical and related healthcare products company into a biopharmaceutical company with a focus on innovative products in areas of high unmet medical need. We are focused on sustaining our business and building a foundation for the future after PLAVIX, our largest selling product, loses exclusivity in the U.S. in May 2012. We plan to achieve this foundation by continuing to support and grow our currently marketed products, advancing our late-stage pipeline, managing our*

costs, and maintaining and improving our financial strength with a strong balance sheet and cash

position. There are risks associated with this strategy. We may not be able to consistently replenish our innovative pipeline, through internal research and development or transactions with third parties. The competition among major pharmaceutical companies for acquisition and product licensing opportunities has become more intense, eliminating some opportunities and making others more expensive. We may not be able to locate suitable acquisition targets or licensing partners at reasonable prices or successfully execute such transactions. Additionally, changes in our structure, operations, revenues, costs, or efficiency resulting from major transactions such as acquisitions, divestitures, mergers, alliances, restructurings or other strategic initiatives, may result in greater than expected costs, may take longer than expected to complete or may encounter other difficulties, including the need for regulatory approval where appropriate. The inability to expand our product portfolio with new products or maintain a competitive cost basis could materially and adversely affect our future results of operations. If we are unable to support and grow our currently marketed products, successfully execute the launches of newly approved products, advance our late-stage pipeline and manage our costs effectively, we could experience a significant or material negative impact on our results of operations and financial condition. In addition, our failure to hire and retain personnel with the right expertise and experience in operations that are critical to our business functions could adversely impact the execution of our business strategy.

We are increasingly dependent on information technology and our systems and infrastructure face certain risks, including cybersecurity and data leakage risks.

We are increasingly dependent on information technology systems and infrastructure. Any significant breakdown, invasion, destruction or interruption of these systems by employees, others with authorized access to our systems, or unauthorized persons could negatively impact operations. There is also a risk that we could experience a business interruption, theft of information, or reputational damage as a result of a cyber attack, such as an infiltration of a data center, or data leakage of confidential information either internally or at our third-party providers. While we have invested heavily in the protection of our data and information technology to reduce these risks, there can be no assurance that our efforts will prevent breakdowns or breaches in our systems that could adversely affect our business.

The expansion of social media platforms presents new risks and challenges.

The inappropriate use of certain media vehicles could cause brand damage or information leakage or could lead to legal implications from the improper collection and/or dissemination of personally identifiable information. In addition, negative posts or comments about us on any social networking web site could seriously damage our reputation. Further, the disclosure of non-public company sensitive information through external media channels could lead to information loss as there might not be structured processes in place to secure and protect information. Identifying new points of entry as social media continues to expand presents new challenges.

Adverse changes in U.S., global, or regional economic conditions could have a continuing adverse effect on the profitability of some or all of our businesses.

High government debt burdens and continued high unemployment rates, rising prices, including those related to commodities and energy, and lower economic growth has adversely affected commercial activity in the U.S., Europe and other regions of the world in which we do business. Further government austerity measures or declines in economic activity in markets in which we do business could adversely affect demand and pricing for our products, thus reducing our revenues, earnings and cash flow, as well as have pass-through effects on us resulting from any significant financial instability from our customers, distributors, alliance partners, suppliers, critical vendors, service providers and counterparties to certain financial instruments, such as marketable securities and derivatives. Future pension plan funding requirements continue to be sensitive to global economic conditions and related impact on equity markets.

Changes in foreign currency exchange rates and interest rates could have a material adverse effect on our results of operations.

We have significant operations outside of the U.S. Revenues from operations outside of the U.S. accounted for approximately 35% of our revenues in 2011. As such, we are exposed to fluctuations in foreign currency exchange rates. We also have some borrowings which are exposed to changes in interest rates. We are also exposed to other economic factors over which we have no control.

The illegal distribution and sale by third parties of counterfeit versions of our products or stolen products could have a negative impact on our reputation and business.

Third parties may illegally distribute and sell counterfeit versions of our products, which do not meet the rigorous manufacturing and testing standards that our products undergo. A patient who receives a counterfeit drug may be at risk for a number of dangerous health consequences. Our reputation and business could suffer harm as a result of counterfeit drugs sold under our brand name. In addition, thefts of inventory at warehouses, plants or while in-transit which are not properly stored and which are sold through unauthorized channels could adversely impact patient safety, our reputation and our business.

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Item 1B. UNRESOLVED STAFF COMMENTS.

None.

Item 2. PROPERTIES.

Our world headquarters are located at 345 Park Avenue, New York, NY, where we lease approximately 81,000 square feet of floor space. We own or lease approximately 185 properties in 44 countries.

We manufacture products at 12 worldwide locations, all of which are owned by us. Our manufacturing locations and aggregate square feet of floor space by geographic area were as follows at December 31, 2011:

	Number of Locations	Square Feet
United States	4	2,202,000
Europe	5	1,531,000
Japan, Asia Pacific and Canada	1	128,000
Latin America, Middle East and Africa	1	200,000
Emerging Markets	1	186,000
Total	12	4,247,000

Portions of these manufacturing locations and the other properties owned or leased by us in the U.S. and elsewhere are used for research and development, administration, storage and distribution. For further information about our properties, see Item 1. Business Manufacturing and Quality Assurance.

Item 3. LEGAL PROCEEDINGS.

Information pertaining to legal proceedings can be found in Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies and is incorporated by reference herein.

PART IA

Executive Officers of the Registrant

Listed below is information on our executive officers as of February 17, 2012. Executive officers are elected by the Board of Directors for an initial term, which continues until the first Board meeting following the next Annual Meeting of Stockholders, and thereafter, are elected for a one-year term or until their successors have been elected. All executive officers serve at the pleasure of the Board of Directors.

Name and Current Position	Age	Employment History for the Past 5 Years
Lamberto Andreotti *Chief Executive Officer and Director* *Member of the Senior Management Team*	61	2005 to 2007 Executive Vice President and President, Worldwide Pharmaceuticals, a division of the Company. 2007 to 2008 Executive Vice President and Chief Operating Officer, Worldwide Pharmaceuticals, a division of the Company. 2008 to 2009 Executive Vice President and Chief Operating Officer. 2009 to 2010 President and Chief Operating Officer and Director of the Company. 2010 to present Chief Executive Officer and Director of the Company.
Charles Bancroft *Executive Vice President and Chief Financial Officer* *Member of the Senior Management Team*	52	2005 to 2009 Vice President, Finance, Worldwide Pharmaceuticals, a division of the Company. 2010 to 2011 Chief Financial Officer of the Company. 2011 to present Executive Vice President and Chief Financial Officer of the Company.
Giovanni Caforio, M.D. *President, U.S. Pharmaceuticals* *Member of the Senior Management Team*	47	2007 to 2009 Senior Vice President, U.S. Oncology, Worldwide Pharmaceuticals, a division of the Company. 2009 to 2010 Senior Vice President, Oncology, Global Commercialization. 2011 to 2011 Senior Vice President, Oncology and Immunoscience, Global Commercialization. 2011 to present President, U.S. Pharmaceuticals.
Joseph C. Caldarella *Senior Vice President and Corporate Controller*	56	2005 to 2010 Vice President and Corporate Controller. 2010 to present Senior Vice President and Corporate Controller.
Beatrice Cazala *Executive Vice President, Commercial Operations* *Member of the Senior Management Team*	55	2004 to 2008 President, EMEA, Worldwide Medicines International. 2008 to 2009 President, EMEA and Asia Pacific, Worldwide Medicines International. 2009 to 2010 President, Global Commercialization, and President, Europe. 2010 to 2011 Senior Vice President, Commercial Operations, and President, Global Commercialization, Europe and Emerging

		Markets. 2011 to present Executive Vice President, Commercial Operations.
John E. Celentano *Senior Vice President, Human Resources, Public Affairs and Philanthropy* *Member of the Senior Management Team*	52	2005 to 2008 President, Health Care Group, a division of the Company. 2008 to 2009 Senior Vice President, Strategy and Productivity Transformation. 2009 to 2010 President, Emerging Markets and Asia Pacific. 2010 to present Senior Vice President, Human Resources, Public Affairs and Philanthropy.

Francis Cuss, MB BChir, FRCP *Senior Vice President, Research and Development* *Member of the Senior Management Team*	57	2006 to 2010 Senior Vice President, Discovery and Exploratory Clinical Development. 2010 to present Senior Vice President, Research, Research and Development.
Brian Daniels, M.D. *Senior Vice President, Global Development and* *Medical Affairs, Research and Development* *Member of the Senior Management Team*	52	2004 to 2008 Senior Vice President, Global Clinical Development, Research and Development, a division of the Company. 2008 to present Senior Vice President, Global Development and Medical Affairs, Research and Development.
Sandra Leung *General Counsel and Corporate Secretary* *Member of the Senior Management Team*	51	2006 to 2007 Vice President, Corporate Secretary and Acting General Counsel. 2007 to present General Counsel and Corporate Secretary.
Louis S. Schmukler *President, Technical Operations* *Member of the Senior Management Team*	56	2007 to 2009 Senior Vice President, Pharmaceutical Operating Unit, Wyeth. 2009 to 2011 Senior Vice President, Specialty/Biotechnology Operating Unit, Pfizer. 2011 to present President, Technical Operations.
Elliott Sigal, M.D., Ph.D. *Executive Vice President, Chief Scientific Officer and* *President, Research and Development, and Director* *Member of the Senior Management Team*	60	2006 to 2011 Executive Vice President, Chief Scientific Officer and President, Research and Development. 2011 to present Executive Vice President, Chief Scientific Officer and President, Research and Development, and Director of the Company.
Paul von Autenried *Senior Vice President and Chief Information Officer* *Member of the Senior Management Team*	50	2007 to 2011 Vice President and Chief Information Officer. 2011 to present Senior Vice President and Chief Information Officer.

PART II

Item 5. MARKET FOR THE REGISTRANT S COMMON STOCK AND OTHER STOCKHOLDER MATTERS.

Market Prices

Bristol-Myers Squibb common and preferred stocks are traded on the New York Stock Exchange (NYSE) (Symbol: BMY). A quarterly summary of the high and low market prices is presented below:

	2011		2010	
	High	Low	High	Low
Common:				
First Quarter	$ 27.29	$ 24.97	$ 27.00	$ 23.89
Second Quarter	29.33	26.46	26.95	22.44
Third Quarter	31.49	26.38	27.93	24.65
Fourth Quarter	35.29	30.15	27.51	25.24
Preferred:				
First Quarter	$ *	$ *	$ 501.00	$ 432.01
Second Quarter	570.10	570.10	525.04	400.00
Third Quarter	*	*	*	*
Fourth Quarter	*	*	570.00	570.00

* During the first, third and fourth quarters of 2011 and during the third quarter of 2010, there were no observable trades of the Company s preferred stock.

Holders of Common Stock

The number of record holders of common stock at December 31, 2011 was 56,874.

The number of record holders is based upon the actual number of holders registered on our books at such date and does not include holders of shares in street names or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depository trust companies.

Dividends

Our Board of Directors declared the following dividends per share, which were paid in 2011 and 2010 in the quarters indicated below:

	Common		Preferred	
	2011	2010	2011	2010
First Quarter	$ 0.33	$ 0.32	$ 0.50	$ 0.50
Second Quarter	0.33	0.32	0.50	0.50
Third Quarter	0.33	0.32	0.50	0.50
Fourth Quarter	0.33	0.32	0.50	0.50
	$ 1.32	$ 1.28	$ 2.00	$ 2.00

In December 2011, our Board of Directors declared a quarterly dividend of $0.34 per share on our common stock which was paid on February 1, 2012 to shareholders of record as of January 6, 2012. The Board of Directors also declared a quarterly dividend of $0.50 per share on our preferred stock, payable on March 1, 2012 to shareholders of record as of February 3, 2012.

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Issuer Purchases of Equity Securities

The following table summarizes the surrenders and repurchases of our equity securities during the 12 month period ended December 31, 2011:

Period Dollars in Millions, Except Per Share Data	Total Number of Shares Purchased[a]	Average Price Paid per Share[a]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[b]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[b]
January 1 to 31, 2011	2,911,859	$ 25.93	2,897,837	$ 2,338
February 1 to 28, 2011	2,473,453	$ 25.53	2,458,416	$ 2,275
March 1 to 31, 2011	2,064,597	$ 24.92		$ 2,275
Three months ended March 31, 2011	7,449,909		5,356,253	
April 1 to 30, 2011	6,971	$ 26.30		$ 2,275
May 1 to 31, 2011	4,383,833	$ 28.54	4,375,600	$ 2,150
June 1 to 30, 2011	4,401,073	$ 28.04	4,396,800	$ 2,027
Three months ended June 30, 2011	8,791,877		8,772,400	
July 1 to 31, 2011	4,195,186	$ 29.06	4,191,050	$ 1,905
August 1 to 31, 2011	9,332,353	$ 27.62	9,324,241	$ 1,647
September 1 to 30, 2011	3,062,826	$ 30.08	3,060,000	$ 1,555
Three months ended September 30, 2011	16,590,365		16,575,291	
October 1 to 31, 2011	4,259,392	$ 32.41	4,234,995	$ 1,418
November 1 to 30, 2011	4,827,619	$ 31.19	4,807,888	$ 1,268
December 1 to 31, 2011	2,373,460	$ 34.27	2,369,063	$ 1,187
Three months ended December 31, 2011	11,460,471		11,411,946	
Twelve months ended December 31, 2011	44,292,622		42,115,890	

(a) The difference between total number of shares purchased and the total number of shares purchased as part of publicly announced programs is due to shares of common stock withheld by us from employee restricted stock awards in order to satisfy our applicable tax withholding obligations.

(b) In May 2010, we announced that the Board of Directors authorized the purchase of up to $3.0 billion of our common stock. The repurchase program does not have an expiration date and is expected to take place over a few years.

Item 6. SELECTED FINANCIAL DATA.
Five Year Financial Summary

Amounts in Millions, except per share data	2011	2010	2009	2008	2007
Income Statement Data:[a]					
Net Sales	$ 21,244	$ 19,484	$ 18,808	$ 17,715	$ 15,617
Continuing Operations:					
Net Earnings	5,260	4,513	4,420	3,686	2,052
Net Earnings Attributable to Noncontrolling Interest	1,551	1,411	1,181	989	756
Net Earnings Attributable to BMS	3,709	3,102	3,239	2,697	1,296
Net Earnings per Common Share Attributable to BMS:					
Basic	$ 2.18	$ 1.80	$ 1.63	$ 1.36	$ 0.65
Diluted	$ 2.16	$ 1.79	$ 1.63	$ 1.35	$ 0.65
Average common shares outstanding:					
Basic	1,700	1,713	1,974	1,977	1,970
Diluted	1,717	1,727	1,978	1,999	1,977
Dividends paid on BMS common and preferred stock	$ 2,254	$ 2,202	$ 2,466	$ 2,461	$ 2,213
Dividends declared per common share	$ 1.33	$ 1.29	$ 1.25	$ 1.24	$ 1.15
Financial Position Data at December 31:					
Cash and cash equivalents	$ 5,776	$ 5,033	$ 7,683	$ 7,976	$ 1,801
Marketable securities[b]	5,866	4,949	2,200	477	843
Total Assets	32,970	31,076	31,008	29,486	25,867
Long-term debt	5,376	5,328	6,130	6,585	4,381
Equity	15,867	15,638	14,785	12,208	10,535

(a) For a discussion of items that affected the comparability of results for the years 2011, 2010 and 2009, see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures.
(b) Marketable securities include current and non-current assets.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

EXECUTIVE SUMMARY

Bristol-Myers Squibb Company (which may be referred to as Bristol-Myers Squibb, BMS, the Company, we, our or us) is a global biopharmaceutical company whose mission is to discover, develop and deliver innovative medicines that help patients prevail over serious diseases. We license, manufacture, market, distribute and sell pharmaceutical products on a global basis.

We continued to execute our string-of-pearls strategy with the acquisition of Amira Pharmaceuticals, Inc. (Amira) in September 2011, and Inhibitex, Inc. (Inhibitex) in February 2012, and through various collaboration agreements entered into during the year.

YERVOY (ipilimumab) was launched in the United States (U.S.) and the European Union (EU) for the treatment of adult patients with unresectable (inoperable) or metastatic melanoma. We also launched a subcutaneous formulation of ORENCIA (abatacept) in the U.S., NULOJIX (belatacept) in the U.S. and the EU for the prevention of organ rejection in adult patients receiving a kidney transplant and ELIQUIS (apixaban) in the EU for the prevention of venous thromboembolic events (VTE) in adult patients who have undergone hip or knee replacement surgery.

We announced the main results of the ARISTOTLE trial of ELIQUIS which compared with warfarin significantly reduced the risk for stroke or systemic embolism and had both our New Drug Application (NDA) in the U.S. and our Marketing Authorization Application (MAA) in the EU for ELIQUIS accepted for review.

In January 2012, we received a complete response letter from the U.S. Food and Drug Administration (FDA) regarding our NDA for dapagliflozin. The complete response letter requests additional clinical data from ongoing studies and may require information from new clinical trials.

Highlights

The following table is a summary of our financial highlights:

	Year Ended December 31,		
Dollars in Millions, except per share data	**2011**	**2010**	**2009**
Net Sales	$ 21,244	$ 19,484	$ 18,808
Total Expenses	14,263	13,413	13,206
Earnings from Continuing Operations before Income Taxes	6,981	6,071	5,602
Provision for Income Taxes	1,721	1,558	1,182
Effective tax rate	*24.7 %*	*25.7 %*	*21.1 %*
Net Earnings from Continuing Operations Attributable to BMS			
GAAP	3,709	3,102	3,239
Non-GAAP	3,921	3,735	3,667
Diluted Earnings Per Share from Continuing Operations Attributable to BMS			
GAAP	2.16	1.79	1.63
Non-GAAP	2.28	2.16	1.85
Cash, Cash Equivalents and Marketable Securities	11,642	9,982	9,883

Our non-GAAP financial measures, including non-GAAP earnings and related EPS information, are adjusted to exclude specified items which represent certain costs, expenses, gains and losses and other items impacting the comparability of financial results. For a detailed listing of all specified items and further information and reconciliations of non-GAAP financial measures see Non-GAAP Financial Measures below.

Business Environment

Our business is primarily conducted within the pharmaceutical/biotechnology industry, which is highly competitive and subject to numerous government regulations. Many competitive factors may significantly affect sales of our products, including product efficacy, safety, price, demand, competition and cost-effectiveness; marketing effectiveness; market access; product labeling; quality control and quality assurance of our manufacturing operations; and research and development of new products. To successfully compete for business in the healthcare industry, we must demonstrate that our products offer medical benefits as well as cost advantages. Sometimes, our new product introductions compete with other products already on the market in the same therapeutic category, in addition to potential competition of new products that competitors may introduce in the future. We manufacture branded products, which are priced higher than generic products. Generic competition is one of our

leading challenges globally.

In the pharmaceutical/biotechnology industry, the majority of an innovative product s commercial value is usually realized during its market exclusivity period. Afterwards, it is no longer protected by a patent and is subject to new competing products in the form of generic brands. Upon exclusivity loss, we can lose a major portion of that product s sales in a short period of time. Competitors seeking approval of biological products under a full Biologics License Application (BLA) must file their own safety and efficacy data and address the challenges of biologics manufacturing, which involve more complex processes and are more costly than those of other pharmaceutical operations. Under the U.S. healthcare legislation enacted in 2010, which is described more fully below, there is now an abbreviated path for regulatory approval of generic versions of biological products. This path for approval of biosimilar products under the U.S. healthcare legislation significantly affects the regulatory data exclusivity for biological products. The legislation provides a regulatory mechanism that allows for regulatory approval of biologic drugs that are similar to (but not generic copies of) innovative drugs on the basis of less extensive data than is required by a full BLA. It is not possible at this time to reasonably assess the impact of the U.S. biosimilar legislation on the Company.

Globally, the healthcare industry is subject to various government-imposed regulations authorizing prices or price controls that will continue to have an impact on our net sales. In March 2010, the U.S. government enacted healthcare reform legislation, signing into law the Patient Protection and Affordable Care Act (HR 3590) and a reconciliation bill containing a package of changes to the healthcare bill. The legislation made extensive changes to the healthcare insurance and benefits system with the intention of broadening coverage and reducing costs. These bills significantly changed how Americans receive healthcare coverage and how they pay for it. They also have a significant impact on companies, in particular those companies in the pharmaceutical industry and other healthcare related industries, including BMS. We have experienced and will continue to experience additional financial costs and certain other changes to our business as the healthcare law provisions become effective. For example, in 2010, minimum rebates on our Medicaid drug sales have increased from 15.1 percent to 23.1 percent and Medicaid rebates have also been extended to drugs used in risk-based Medicaid managed care plans.

Two additional provisions that impact our financial results went into effect on January 1, 2011. The first is a 50 percent discount on our brand-name drugs to patients within the Medicare Part D coverage gap, also referred to as the donut hole. The second is an annual non-tax-deductible pharmaceutical company fee payable to the Federal government based on an allocation of our market share of branded prior year sales to certain U.S. government programs including Medicare, Medicaid, Department of Veterans Affairs, Department of Defense and TRICARE.

The annual EPS impact of U.S. healthcare reform increased from $0.10 in 2010 to $0.24 in 2011. In 2011, net sales were reduced by $310 million resulting from new discounts associated with the Medicare Part D coverage gap. Marketing, selling and administrative expenses increased by $220 million due to the new annual non-tax-deductible pharmaceutical company fee. The incremental $0.14 impact was associated with the Medicare Part D coverage gap and the annual pharmaceutical company fee. The aggregate financial impact of U.S. healthcare reform over the next few years depends on a number of factors, including but not limited to pending implementation guidance, potential changes in sales volume eligible for the new rebates, discounts or fees, and the impact of cost sharing arrangements with certain alliance partners. A positive impact on our net sales from the expected increase in the number of people with healthcare coverage could potentially occur in the future, but is not expected until 2014 at the earliest.

In many markets outside the U.S., we operate in environments of government-mandated, cost-containment programs, or under other regulatory bodies or groups that can exert downward pressure on pricing. Pricing freedom is limited in the UK, for instance, by the operation of a profit control plan and in Germany by the operation of a reference price system. Many European countries have continuing fiscal challenges as healthcare payers, including government agencies, have reduced and are expected to continue to reduce the cost of healthcare through actions that directly or indirectly impose additional price restrictions. Companies also face significant delays in market access for new products as more than two years can elapse after drug approval before new medicines become available in some countries.

The growth of Managed Care Organizations (MCOs) in the U.S. has significantly impacted competition that surrounds the healthcare industry. MCOs seek to reduce healthcare expenditures for participants by making volume purchases and entering into long-term contracts to negotiate discounts with various pharmaceutical providers. Because of the market potential created by the large pool of participants, marketing prescription drugs to MCOs has become an important part of our strategy. Companies compete for inclusion in MCO formularies and we generally have been successful in having our key products included. We believe that developments in the managed care industry, including continued consolidation, have had and will continue to have a downward pressure on prices.

Pharmaceutical and biotechnology production processes are complex, highly regulated and vary widely from product to product. Shifting or adding manufacturing capacity can be a lengthy process requiring significant capital expenditures and regulatory approvals. Biologics manufacturing involves more complex processes than those of traditional pharmaceutical operations. As biologics become a larger percentage of our product portfolio, we will continue to make supply arrangements with third-party manufacturers and to make substantial investments to increase our internal capacity to produce biologics on a commercial scale. One such investment is a new, state-of-the-art manufacturing facility for the production of biologics in Devens, Massachusetts. We submitted the site for regulatory approval in 2012 and we expect the FDA to complete a review of our application by the end of the year.

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We have maintained a competitive position in the market and strive to uphold this position, which is dependent on our success in discovering, developing and delivering innovative, cost-effective products to help patients prevail over serious diseases.

We are the subject of a number of significant pending lawsuits, claims, proceedings and investigations. It is not possible at this time to reasonably assess the final outcomes of these investigations or litigations. For additional discussion of legal matters, see Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies.

Strategy

Over the past few years, we have transformed our Company into a focused biopharmaceutical company, a transformation that encompasses all areas of our business and operations. This has not only focused our portfolio of products but has yielded and will continue to yield substantial cost savings and cost avoidance. This in turn increases our financial flexibility to take advantage of attractive market opportunities that may arise.

In May 2012, we expect to lose exclusivity in the U.S. for our largest product, PLAVIX*, after which time we expect a rapid, precipitous, and material decline in PLAVIX* net sales and a reduction in net income and operating cash flow. We also expect a decline in AVAPRO*/AVALIDE* (irbesartan/irbesartan-hydrochlorothiazide) net sales immediately following the loss of exclusivity in the U.S. in March 2012. Such events are the norm in the industry when companies experience the loss of exclusivity of a product. Recognizing this fact, we continue to focus on sustaining our business and building a robust foundation for the future. We plan to achieve this foundation by continuing to support and grow our currently marketed products, advancing our pipeline, and maintaining and improving our financial strength, all of which are part of an overall strategy to build the Company.

We continue to expand our biologics capabilities. We still rely significantly on small molecules as our strongest, most reliable starting point for discovering potential new medicines, but large molecules, or biologics, derived from recombinant DNA technologies, are becoming increasingly important. Currently, more than one in three of our pipeline compounds are biologics, as are four of our key marketed products, including YERVOY.

Our strategy also includes a focus on certain emerging markets, our acquisition and licensing strategy known as string-of-pearls, optimizing our mature brands portfolio and managing costs. Our strategy in emerging markets is to develop and commercialize innovative products in key high-growth markets, tailoring the approach to each market. We are continuing to focus on our core biopharmaceuticals and maximizing the value of our mature brands portfolio.

We completed the following strategic transactions in 2011:

We acquired Amira Pharmaceutical, Inc. (Amira), a small-molecule pharmaceutical company focused on fibrotic disease.

We entered into an agreement with Ono Pharmaceuticals Co., Ltd. (Ono) to expand our territorial rights to develop and commercialize an antibody to PD-1, an investigational cancer immunotherapy, and to create a strategic alliance for the codevelopment and cocommercialization of ORENCIA in Japan.

We obtained exclusive worldwide rights from Ambrx Inc. (Ambrx) to research, develop and commercialize novel biologics in diabetes and heart disease.

We obtained exclusive worldwide rights from Innate Pharma S.A. (Innate) to develop and commercialize IPH 2102, a novel immune-oncology biologic in Phase I development.

We entered into a clinical collaboration with Roche to evaluate the utility of YERVOY in combination with Roche s investigational BRAF inhibitor, vermurafenib, in treating patients with a specific type of metastatic melanoma.

We announced a licensing agreement with Gilead Sciences, Inc. (Gilead) for the development and commercialization of a new fixed-dose combination containing REYATAZ and Gilead s cobicistat for the treatment of HIV.

We entered into a strategic partnership with ASLAN Pharmaceuticals for development of BMS-777607, an investigational small molecule inhibitor of the MET receptor tyrosine kinase for treatment of solid tumors.

We entered into a clinical collaboration agreement with Tibotec Pharmaceuticals (Tibotec), one of the Janssen Pharmaceutical Companies, to evaluate the utility of daclatasvir (BMS-790052), our investigational NS5A replication complex inhibitor, in combination with Tibotec s investigational NS3 protease inhibitor, TMC435, for the treatment of chronic hepatitis C virus.

We agreed to codevelop BMS-795311, our preclinical small molecule inhibitor of the Cholesteryl Ester Transfer Protein (CETP) that could potentially raise HDL (good cholesterol) levels and help prevent cardiovascular disease, with Simcere Pharmaceutical Group (Simcere).

We entered into a clinical collaboration with Pharmasset, Inc. (Pharmasset), now a wholly owned subsidiary of Gilead, to evaluate the utility of declatasvir (BMS-790052), our NS5A replication complex inhibitor, in combination with PSI-7977, Pharmasset s nucleotide polymerase inhibitor for the treatment of chronic hepatitis C virus and subsequently announced the addition of four additional treatment arms to the Phase IIa trial.

In February 2012, we acquired Inhibitex, Inc. (Inhibitex), a clinical-stage biopharmaceutical company focused on developing products to treat the hepatitis C virus and other serious infectious diseases.

Product and Pipeline Developments

We manage our research and development (R&D) programs on a portfolio basis, investing resources in each stage of research and development from early discovery through late-stage development. We continually evaluate our portfolio of R&D assets to ensure that there is an appropriate balance of early-stage and late-stage programs to support future growth. We consider our R&D programs that have entered into Phase III development to be significant, as these programs constitute our late-stage development pipeline. These Phase III development programs include both investigational compounds in Phase III development for initial indications and marketed products that are in Phase III development for additional indications or formulations. Spending on these programs represents approximately 30-40% of our annual R&D expenses. No individual investigational compound or marketed product represented 10% or more of our R&D expenses in any of the last three years. While we do not expect all of our late-stage development programs to make it to market, our late-stage development programs are the R&D programs that could potentially have an impact on our revenue and earnings within the next few years. The following are the recent significant developments in our marketed products and our late-stage pipeline:

YERVOY a monoclonal antibody for the treatment of patients with unresectable (inoperable) or metastatic melanoma, which currently is also being studied for other indications including lung cancer as well as adjuvant melanoma and hormone-refractory prostate cancer

In July 2011, the Company announced that the European Commission approved YERVOY for the treatment of adult patients with previously-treated advanced melanoma.

In June 2011, the Company announced at the 47th Annual Meeting of the American Society of Clinical Oncology the results on the 024 study which evaluated newly-diagnosed patients treated with YERVOY 10mg/kg in combination with dacarbazine versus dacarbazine alone. There was a significant improvement in overall survival for patients treated with YERVOY plus dacarbazine versus those who received dacarbazine alone. Higher estimated survival rates were observed at one year, two years and three years in patients treated with YERVOY plus dacarbazine versus those that received dacarbazine alone.

In June 2011, the Company announced that it has entered into a clinical collaboration with Roche to evaluate the utility of YERVOY in combination with Roche s investigational BRAF inhibitor, vermurafenib, in treating patients with a specific type of metastatic melanoma.

In March 2011, the FDA approved YERVOY for the treatment of patients with newly diagnosed or previously-treated unresectable (inoperable) or metastatic melanoma.

ELIQUIS an oral Factor Xa inhibitor indicated in the EU for the prevention of venous thromboembolic events (VTE) in adult patients who have undergone elective hip or knee replacement surgery and in development for stroke prevention in patients with atrial fibrillation (AF) and the prevention and treatment of venous thromboembolic disorders that is part of our strategic alliance with Pfizer, Inc. (Pfizer)

In November 2011, the FDA accepted for review the NDA for ELIQUIS. The Prescription Drug User Fee Act (PDUFA) goal date for a decision by the FDA is March 28, 2012. We also have a validated application in the EU.

In November 2011, the Company and Pfizer announced the results of the Phase III ADOPT trial, which evaluated ELIQUIS versus enoxaparin in acutely ill medical patients, did not meet the primary efficacy outcome of superiority to enoxaparin for the endpoint of VTE and VTE-related deaths.

In August 2011 at the European Society of Cardiology Congress, the Company and Pfizer announced the main results of the Phase III ARISTOTLE trial, which evaluated ELIQUIS compared to warfarin for the prevention of stroke or systemic embolism in patients with atrial fibrillation and at least one risk factor for stroke. ELIQUIS as compared with warfarin significantly reduced the risk of stroke or systemic embolism by 21 percent, major bleeding by 31 percent and mortality by 11 percent.

In June 2011, the Company and Pfizer announced that the Phase III ARISTOTLE trial of ELIQUIS met the primary efficacy objective of non-inferiority to warfarin on the combined outcome of stroke (ischemic, hemorrhagic or unspecified type) and systemic embolism. In addition, ELIQUIS met the key secondary endpoints of superiority on efficacy and on International Society of Thrombosis and Haemostasis (ISTH) major bleeding compared to warfarin.

In May 2011, the Company and Pfizer announced that the European Commission approved ELIQUIS for the prevention of VTE in adult patients who have undergone elective hip or knee replacement surgery.

In February 2011, the Company and Pfizer published the full results of the AVERROES study of ELIQUIS in *The New England Journal of Medicine*. The study demonstrated that, for patients with AF who were expected or demonstrated to be unsuitable for a vitamin K antagonist therapy such as warfarin, ELIQUIS was statistically superior to aspirin in reducing the composite of stroke or systemic embolism, without a significant increase in major bleeding, fatal bleeding or intracranial bleeding. There were no significant differences in the risk of hemorrhagic stroke between ELIQUIS and aspirin. The study results also showed that ELIQUIS demonstrated superiority for its secondary efficacy endpoint in reducing the composite of stroke, systemic embolism, myocardial infarction or vascular death for patients with AF when compared with aspirin.

NULOJIX a fusion protein with novel immunosuppressive activity for the prevention of kidney transplant rejection

In June 2011, the Company announced that the FDA and the European Commission approved NULOJIX for prophylaxis of organ rejection in adult patients receiving a kidney transplant.

New data on NULOJIX was presented at the 2011 American Transplant Congress and the European Society for Organ Transplantation (ESOT) meeting including: (i) three-year outcomes from BENEFIT: A Phase III study of NULOJIX vs. cyclosporine in kidney transplant recipients, (ii) three-year safety profile of NULOJIX in kidney transplant recipients from the BENEFIT and BENEFIT-EXT studies, (iii) renal function at two years in kidney transplant recipients switched from cyclosporine or tacrolimus to NULOJIX: results from the long-term extension of a Phase II study, and (iv) three-year outcomes by donor type in Phase III studies of NULOJIX vs. cyclosporine in kidney transplantation (BENEFIT & BENEFIT-EXT).

Dapagliflozin an oral SGLT2 inhibitor for the treatment of diabetes that is part of our strategic alliance with AstraZeneca PLC (AstraZeneca)

In January 2012, the FDA issued a complete response letter regarding the NDA for dapagliflozin. The complete response letter requests additional clinical data to allow a better assessment of the benefit-risk profile for dapagliflozin. This includes clinical trial data from ongoing studies and may require information from new clinical trials. The companies will work closely with the FDA to determine the appropriate next steps for the dapagliflozin application, and are in ongoing discussions with health authorities in Europe and other countries as part of the application procedures.

In December 2011, the Company and AstraZeneca announced at the International Diabetes Federation 2011 World Diabetes Conference the results of a Phase III study of dapagliflozin that showed reductions on blood sugar levels (glycosylated hemoglobin levels or HbA1c) seen at 24 weeks with dapagliflozin and existing glimepiride (sulfonylurea) therapy, compared to placebo added to glimepiride were maintained at 48 weeks in adults with type 2 diabetes. Patients taking dapagliflozin added to glimepiride also maintained reductions in fasting plasma glucose levels, post-prandial glucose and total body weight.

In November 2011, the Company and AstraZeneca presented a meta-analysis of clinical data on cardiovascular safety in adult patients with type 2 diabetes that showed that dapagliflozin was not associated with an unacceptable increase in cardiovascular risk relative to all comparators pooled in the clinical programs.

In July 2011, the FDA s Endocrinologic and Metabolic Drugs Advisory Committee voted nine to six that the efficacy and safety data did not provide substantial evidence to support approval of the NDA for dapagliflozin as an adjunct to diet and exercise to improve glycemic control in adults with type 2 diabetes mellitus.

In June 2011 at the American Diabetes Association meeting, the Company and AstraZeneca presented the results from several Phase III clinical studies examining dapagliflozin added to metformin.

The MAA for dapagliflozin has been validated by the EMA. The MAA submission for dapagliflozin was filed in December 2010.

ORENCIA a fusion protein indicated for rheumatoid arthritis

In November 2011 at the American College of Rheumatology Annual Scientific Meeting, the Company presented new data on ORENCIA from clinical trials that support the recent FDA approval of the subcutaneous formulation of ORENCIA for the reduction of signs and symptoms in adults with moderate to severe arthritis. Other data presented included long-term immunogenicity data with the intravenous formulation, long-term safety data in rheumatoid arthritis and results from a Phase II/III study in lupus nephritis.

In August 2011, the MAA for the subcutaneous formulation of ORENCIA was validated for review by the European Medicine Agency.

In July 2011, the FDA approved a subcutaneous formulation of ORENCIA for the treatment of adults with moderate to severe rheumatoid arthritis.

ONGLYZA/KOMBIGLYZE (saxagliptin/saxagliptin and metformin) a treatment for type 2 diabetes that is part of our strategic alliance with AstraZeneca

In December 2011, the FDA approved ONGLYZA for use as a combination therapy with insulin (with or without metformin) to improve blood sugar in adult patients with type 2 diabetes.

In November 2011, the European Commission approved KOMBIGLYZE (known in the EU as KOMBOGLYZE) for the treatment of type 2 diabetes.

In November 2011, the European Commission approved ONGLYZA for use as a combination therapy with insulin (with or without metformin) to improve blood sugar (glycemic) control in adult patients with type 2 diabetes.

In September 2011 at the 47th European Association for the Study of Diabetes annual meeting, the Company and AstraZeneca announced results from an investigational Phase IIIb clinical study which reported that ONGLYZA 5 mg added to insulin (with or without metformin) maintained glycemic control (glycosylated hemoglobin levels or HbA1c) in adult patients with type 2 diabetes compared to the addition of placebo at 24 to 52 weeks.

In June 2011, the Company and AstraZeneca announced results from an investigational Phase IIIb clinical study which reported that ONGLYZA 5 mg added to insulin (with or without metformin) significantly reduced blood sugar levels (glycosylated hemoglobin levels or HbA1c) at 24 weeks compared to treatment with placebo added to insulin (with or without metformin).

In May 2011, the Company and AstraZeneca announced that the State Food and Drug Administration approved ONGLYZA in China.

In February 2011, the Company and AstraZeneca announced that the European Commission approved a label update for ONGLYZA in the treatment of adults with type 2 diabetes who have moderate or severe renal impairment making ONGLYZA the first dipeptidyl peptidase-4 (DDP-4) inhibitor in Europe available for type 2 diabetes patients with moderate or severe renal impairment.

In February 2011, the Company and AstraZeneca announced that the FDA approved the inclusion of data from two clinical studies in an update to the ONGLYZA U.S. Prescribing Information for adults with type 2 diabetes. The U.S. label update provides further evidence regarding use in renally impaired adults with type 2 diabetes as well as comparisons between glipizide and ONGLYZA in patients also taking metformin.

SPRYCEL (dasatanib) an oral inhibitor of multiple tyrosine kinases indicated for the treatment of adults with chronic, accelerated, or myeloid or lymphoid blast phase chronic myeloid leukemia with resistance or intolerance to prior therapy, including GLEEVEC* (imatinib meslylate) and first-line treatment of adults. SPRYCEL is part of our strategic alliance with Otsuka Pharmaceuticals, Inc. (Otsuka).

In September 2011, China s State Food and Drug Administration approved SPRYCEL for the treatment of adults with chronic, accelerated or lymphoid or myeloid chronic myeloid leukemia with resistance or intolerance to prior therapy of imatinib.

In June 2011, regulatory authorities in Japan approved the use of SPRYCEL as a first-line treatment of chronic myeloid leukemia.

In June 2011, the Company and Otsuka announced that five-year follow up data for SPRYCEL 100 mg once daily demonstrated 78% overall survival in patients with chronic-phase myeloid leukemia resistant or intolerant to GLEEVEC*. The results were announced at the 47th Annual Meeting of the American Society of Clinical Oncology.

PLAVIX* a platelet aggregation inhibitor that is part of our alliance with Sanofi

In January 2011, the Company and Sanofi announced that the FDA has granted the companies an additional six-month period of exclusivity to market PLAVIX*. Exclusivity for PLAVIX* in the U.S. is now scheduled to expire on May 17, 2012.

BARACLUDE (entecavir) an oral antiviral agent for the treatment of chronic hepatitis B

In November 2011 at the 62nd annual meeting of the American Association for the Study of Liver Disease, the Company announced the results of the 96-week BE-LOW study, a Phase IIIb clinical trial, that showed no statistical difference between BARACLUDE monotherapy (0.5 mg once daily) and BARACLUDE (0.5 mg once daily) plus tenovir (300 mg once daily) in treatment-naïve adult patients with HBeAg-positive and HBeAg-negative chronic hepatitis B with compensated liver disease.

In February 2011, the European Commission approved BARACLUDE for the treatment of hepatitis B in adult patients with decompensated liver disease.

ABILIFY* (aripiprazole) an antipsychotic agent for the treatment of schizophrenia, bipolar mania disorder and major depressive disorder that is part of our strategic alliance with Otsuka

In February 2011, the Company and Otsuka announced that the FDA approved ABILIFY* as an adjunct to the mood stabilizers lithium or valproate for the maintenance treatment of Bipolar I Disorder. European approval for this use was received in January 2011.

REYATAZ (atazanavir sulfate) a protease inhibitor for the treatment of HIV

In February 2011, the FDA approved an update to the labeling for REYATAZ to include dose recommendations in HIV-infected pregnant women. In HIV combination therapy, treatment with the recommended adult dose of REYATAZ 300 mg, boosted with 100 mg of ritonavir, achieved minimum plasma concentrations (24 hours post-dose) during the third trimester of pregnancy comparable to that observed historically in HIV-infected adults. During the post partum period, atazanavir concentrations may be increased; therefore, while no dose adjustment is necessary, patients should be monitored for two months after delivery.

ERBITUX* (cetuximab) a monoclonal antibody designed to exclusively target and block the Epidermal Growth Factor Receptor, which is expressed on the surface of certain cancer cells in multiple tumor types as well as normal cells and is currently indicated for use against colorectal cancer and head and neck cancer. ERBITUX* is part of our alliance with Eli Lilly and Company (Lilly).

In November 2011, the FDA approved ERBITUX*, in combination with platinum-based chemotherapy with 5-fluorouracil, for the first line treatment of recurrent locoregional or metastatic squamous cell carcinoma of the head and neck.

Necitumumab (IMC-11F8) an investigational anti-cancer agent, which is part of our strategic alliance with Lilly

In February 2011, the Company and Lilly announced that enrollment was stopped in the Phase III INSPIRE study of necitumumab as a first-line treatment for advanced non-small cell lung cancer. The trial is evaluating the addition of necitumumab to a combination of ALIMTA* (pemetrexed for injection) and cisplatin. The decision to stop enrollment followed an independent Data Monitoring Committee (DMC) recommendation that no new or recently enrolled patients continue treatment in the trial because of safety concerns related to thromboembolism in the experimental arm of the study. The DMC also noted that patients who have already received two or more cycles of necitumumab appear to have a lower ongoing risk for these safety concerns. Those patients could choose to remain on the trial, after being informed of the additional potential risks. Investigators will continue to assess patients after two cycles to determine if there is a potential benefit from treatment. Necitumumab continues to be studied in another Phase III trial named SQUIRE. This study is evaluating necitumumab as a potential treatment for a different type of lung cancer called squamous non-small cell lung cancer in combination with GEMZAR* (gemcitabine HCl for injection) and cisplatin. The same independent DMC recommended that this trial continue because no safety concerns have been observed.

Brivanib an investigational anti-cancer agent

In January 2012 at the American Society of Clinical Oncology (ASCO) Gastrointestinal Cancers Symposium, the National Cancer Institute of Canada (NCIC) Clinical Trials Group and the Australasian Gastro-Intestinal Trials Group (AGITG) presented the results of a Phase III randomized trial of cetuximab plus either brivanib alaninate or placebo in patients with metastatic, chemotherapy refractory, K-RAS wild type colorectal carcinoma. The primary endpoint of improvement in overall survival was not met in the trial.

In December 2011, the Company reported that the Phase III BRISK-PS (Brivanib Study in HCC Patients at Risk Post Sorafenib) clinical trial in patients with hepatocellular carcinoma (HCC; liver cancer) who failed or are intolerant to sorafenib did not meet the primary endpoint of improving overall survival versus placebo.

RESULTS OF OPERATIONS

Net Sales

The composition of the changes in net sales was as follows:

	Year Ended December 31, Net Sales			2011 vs. 2010 Analysis of % Change				2010 vs. 2009 Analysis of % Change			
				Total			Foreign	Total			Foreign
Dollars in Millions	2011	2010	2009	Change	Volume	Price	Exchange	Change	Volume	Price	Exchange
United States	$ 13,845	$ 12,613	$ 11,867	10%	3%	7%		6%	3%	3%	
Europe	3,667	3,448	3,625	6%	5%	(4)%	5%	(5)%	2%	(3)%	(4)%
Japan, Asia Pacific and Canada	1,862	1,651	1,522	13%	6%	(1)%	8%	8%	3%	(4)%	9%
Latin America, the Middle East and Africa	894	856	843	4%	3%		1%	2%	(3)%	3%	2%
Emerging Markets	887	804	753	10%	13%	(6)%	3%	7%	5%	(2)%	4%
Other	89	112	198	(21)%	N/A	N/A		(43)%	N/A	N/A	

Total	$ 21,244	$ 19,484	$ 18,808	9%	4%	3%	2%	4%	2%	1%	1%

Our total sales growth in both periods was attributable to higher volume, higher average net selling prices, favorable foreign exchange and reflects continued growth in most key products offset by declines in sales of AVAPRO*/AVALIDE* and mature brands across all regions and international sales of PLAVIX*.

The change in U.S. net sales attributed to price was a result of higher average net selling prices for PLAVIX* in both periods and ABILIFY* in 2011, partially offset by the reduction in our contractual share of ABILIFY* net sales from 65% to 58% in 2010 and a further reduction to 53.5% in 2011, and higher rebates and discounts resulting from U.S. healthcare reform legislation. The change in U.S. net sales in 2011 attributed to volume reflects the recent launch of YERVOY and increased demand for several key products partially offset by decreased prescription demand for AVAPRO*/AVALIDE* and PLAVIX*, which we expect to continue to

decrease as a result of the expected loss of exclusivity of each of those products in 2012. The change in U.S. net sales in 2010 attributed to volume reflects increased demand for several key products. See Key Products for further discussion of sales by key product.

Net sales in Europe increased in 2011 due to favorable foreign exchange and sales growth of most key products partially offset by lower sales of certain mature brands from divestitures and generic competition as well as generic competition for PLAVIX* and AVAPRO*/AVALIDE*. Net sales in Europe decreased in 2010 due to unfavorable foreign exchange and the previously mentioned generic competition which more than offset sales growth in most key products. Net sales in both periods were negatively impacted by continuing fiscal challenges in many European countries as healthcare payers, including government agencies, have reduced and are expected to continue to reduce the cost of healthcare through actions that directly or indirectly impose additional price reductions. These measures include, but are not limited to, mandatory discounts, rebates, other price reductions and other restrictive measures.

Net sales in Japan, Asia Pacific and Canada increased in both periods primarily due to higher demand for BARACLUDE and SPRYCEL. Net sales in 2011 also increased from the recent launch of ORENCIA in Japan and the approval of SPRYCEL for first line indication in Japan. These impacts were partially offset by generic competition for AVAPRO*/AVALIDE* in Canada in 2011 and lower sales of mature brands from generic competition and divestitures in both periods.

Our Emerging Markets region is comprised of Brazil, Russia, India, China, and Turkey. Net sales growth in both periods was driven by increased sales volume primarily in China and Brazil, which was partially offset by pricing pressures in Turkey and Russia. Higher net sales in China were primarily attributable to BARACLUDE and certain mature brands in both periods. Higher net sales in Brazil were primarily attributable to REYATAZ in 2011 and ABILIFY* in 2010.

No single country outside the U.S. contributed more than 10% of our total net sales in 2011, 2010 or 2009.

In general, our business is not seasonal. For information on U.S. pharmaceutical prescriber demand, reference is made to the table within Estimated End-User Demand below, which sets forth a comparison of changes in net sales to the estimated total prescription growth (for both retail and mail order customers) for certain of our key products. U.S. and non-U.S. net sales are categorized based upon the location of the customer.

We recognize revenue net of gross-to-net sales adjustments that are further described in Critical Accounting Policies below. Our contractual share of ABILIFY* and ATRIPLA* sales is reflected net of all gross-to-net sales adjustments in gross sales.

The reconciliation of gross sales to net sales by each significant category of gross-to-net sales adjustments was as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Gross Sales	$ 24,007	$ 21,681	$ 20,555
Gross-to-Net Sales Adjustments			
Charge-Backs Related to Government Programs	(767)	(605)	(513)
Cash Discounts	(282)	(255)	(253)
Managed Healthcare Rebates and Other Contract Discounts	(752)	(499)	(439)
Medicaid Rebates	(536)	(453)	(229)
Sales Returns	(76)	(88)	(101)
Other Adjustments	(350)	(297)	(212)
Total Gross-to-Net Sales Adjustments	(2,763)	(2,197)	(1,747)
Net Sales	$ 21,244	$ 19,484	$ 18,808

The activities and ending balances of each significant category of gross-to-net sales reserve adjustments were as follows:

Dollars in Millions	Charge-Backs Related to Government Programs	Cash Discounts	Managed Healthcare Rebates and Other Contract Discounts	Medicaid Rebates	Sales Returns	Other Adjustments	Total
Balance at January 1, 2010	$ 42	$ 26	$ 199	$ 166	$ 169	$ 88	$ 690
Provision related to sales made in current period	606	255	496	454	118	302	2,231
Provision related to sales made in prior periods	(1)		3	(1)	(30)	(5)	(34)
Returns and payments	(599)	(252)	(482)	(292)	(69)	(256)	(1,950)
Impact of foreign currency translation					(1)	(2)	(3)
Balance at December 31, 2010	$ 48	$ 29	$ 216	$ 327	$ 187	$ 127	$ 934
Provision related to sales made in current period	767	282	752	541	120	357	2,819
Provision related to sales made in prior periods				(5)	(44)	(7)	(56)
Returns and payments	(764)	(283)	(550)	(452)	(101)	(296)	(2,446)
Impact of foreign currency translation			(1)		(1)		(2)
Balance at December 31, 2011	$ 51	$ 28	$ 417	$ 411	$ 161	$ 181	$ 1,249

Gross-to-net sales adjustments as a percentage of worldwide gross sales were 11.5% in 2011, 10.1% in 2010 and 8.5% in 2009 and are primarily a function of gross sales trends, changes in sales mix and contractual and legislative discounts and rebates. Gross-to-net sales adjustments increased due to:

Charge-backs related to government programs increased in both periods primarily due to reimbursements for price increases in excess of current inflation rates in the U.S.

Managed healthcare rebates and other contract discounts increased in 2011 due to the 50% discount for patients within the Medicare Part D coverage gap.

In 2010, Medicaid rebates increased due to the change in minimum rebates on drug sales from 15.1% to 23.1% and the extension of the Medicaid rebate rate to drugs sold to risk-based Medicaid managed care organizations. In 2011, Medicaid rebates continued to increase due to the full year impact of the expansion of Medicaid rebates to drugs used in risk-based Medicaid managed care plans and higher average net selling prices for PLAVIX*, and higher Medicaid channel sales.

The increase in unpaid rebates was due in part to timing and an increasing lag in payments attributed to government agencies administrative delays.

In 2011, sales returns included a $29 million reduction of a $44 million U.S. return reserve established in 2010 in connection with a recall of certain lots of AVALIDE* due to lower returns than expected. Sales returns attributable to 2012 sales are expected to increase as a result of the loss of exclusivity of PLAVIX* and AVAPRO*/AVALIDE* in 2012.

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Key Products

Net sales of key products represented 86% of total net sales in 2011, 84% in 2010 and 81% in 2009. The following table presents U.S. and international net sales by key product, the percentage change from the prior period and the foreign exchange impact when compared to the prior period. Commentary detailing the reasons for significant variances for key products is provided below:

Dollars in Millions	Year Ended December 31, 2011	2010	2009	% Change 2011 vs. 2010	2010 vs. 2009	% Change Attributable to Foreign Exchange 2011 vs. 2010	2010 vs. 2009
Key Products							
PLAVIX* (clopidogrel bisulfate)	$ 7,087	$ 6,666	$ 6,146	6 %	8 %		
U.S.	6,622	6,154	5,556	8 %	11 %		
Non-U.S.	465	512	590	(9)%	(13)%	3 %	4 %
AVAPRO*/AVALIDE* (irbesartan/irbesartan-hydrochlorothiazide)	952	1,176	1,283	(19)%	(8)%	2 %	2 %
U.S.	521	642	722	(19)%	(11)%		
Non-U.S.	431	534	561	(19)%	(5)%	4 %	3 %
ABILIFY* (aripiprazole)	2,758	2,565	2,592	8 %	(1)%	2 %	
U.S.	2,037	1,958	2,082	4 %	(6)%		
Non-U.S.	721	607	510	19 %	19 %	6 %	(2)%
REYATAZ (atazanavir sulfate)	1,569	1,479	1,401	6 %	6 %	2 %	
U.S.	760	754	727	1 %	4 %		
Non-U.S.	809	725	674	12 %	8 %	5 %	(1)%
SUSTIVA (efavirenz) Franchise	1,485	1,368	1,277	9 %	7 %	2 %	(1)%
U.S.	940	881	803	7 %	10 %		
Non-U.S.	545	487	474	12 %	3 %	5 %	(3)%
BARACLUDE (entecavir)	1,196	931	734	28 %	27 %	5 %	3 %
U.S.	207	179	160	16 %	12 %		
Non-U.S.	989	752	574	32 %	31 %	7 %	3%
ERBITUX* (cetuximab)	691	662	683	4 %	(3)%		
U.S.	672	646	671	4 %	(4)%		
Non-U.S.	19	16	12	19 %	33 %	3 %	5 %
SPRYCEL (dasatinib)	803	576	421	39 %	37 %	3 %	
U.S.	294	188	123	56 %	53 %		
Non-U.S.	509	388	298	31 %	30 %	6 %	1 %
YERVOY (ipilimumab)	360	N/A	N/A	N/A	N/A	N/A	N/A
U.S.	322	N/A	N/A	N/A	N/A	N/A	N/A
Non-U.S.	38	N/A	N/A	N/A	N/A	N/A	N/A
ORENCIA (abatacept)	917	733	602	25 %	22 %	2 %	
U.S.	615	547	467	12 %	17 %		
Non-U.S.	302	186	135	62 %	38 %	8 %	1 %
NULOJIX (belatacept)	3	N/A	N/A	N/A	N/A	N/A	N/A
U.S.	3	N/A	N/A	N/A	N/A	N/A	N/A
Non-U.S.		N/A	N/A	N/A	N/A	N/A	N/A
ONGLYZA/KOMBIGLYZE (saxagliptin/saxagliptin and metformin)	473	158	24	**	**	3 %	
U.S.	339	119	22	**	**		
Non-U.S.	134	39	2	**	**	**	
Mature Products and All Other	2,950	3,170	3,645	(7)%	(13)%	4 %	1 %

U.S.	513	545	534	(6)%	2 %		
Non-U.S.	2,437	2,625	3,111	(7)%	(16)%	5 %	1 %

** Change in excess of 100%.

PLAVIX* a platelet aggregation inhibitor that is part of our alliance with Sanofi

U.S. net sales increased in both periods primarily due to higher average net selling prices. Estimated total U.S. prescription demand decreased 5% and 1% in 2011 and 2010, respectively. We expect a rapid and material decline in PLAVIX* sales following the loss of exclusivity in May 2012. PLAVIX* sales will depend on erosion rates from generic competition, wholesale and retail inventory levels and expected returns.

International net sales continue to be impacted by the launch of generic clopidogrel products in the EU and Australia. This has a negative impact on both our net sales in EU comarketing countries and Australia and our equity in net income of affiliates as it relates to our share of sales from our partnership with sanofi in Europe and Asia. We expect the continued erosion of PLAVIX* net sales in the EU, which will impact both our international net sales and our equity in net income of affiliates. We also expect erosion of international net sales following the recent loss of exclusivity of PLAVIX* in Canada.

See Item 8. Financial Statements Note 22. Legal Proceedings and Contingencies PLAVIX* Litigation, for further discussion on PLAVIX* exclusivity litigation in both the U.S. and EU.

AVAPRO*/AVALIDE* (known in the EU as APROVEL*/KARVEA*) an angiotensin II receptor blocker for the treatment of hypertension and diabetic nephropathy that is also part of the Sanofi alliance

U.S. net sales decreased in 2011 due to market share losses subsequent to the AVALIDE* supply shortage in the first quarter of 2011 associated with previously reported recalls. Total estimated U.S. prescription demand decreased 39% in 2011. The decrease in U.S. net sales was partially offset by higher average net selling prices and the reduction in 2011 of previously established reserves for estimated returns in connection with the recall of certain lots of AVALIDE* during 2010 due to lower actual returns than expected. We expect a rapid, material decline in AVAPRO*/AVALIDE* sales following the loss of exclusivity in March 2012. International net sales decreased in 2011 due to lower demand including generic competition in certain EU markets and Canada.

U.S. and international net sales decreased in 2010 primarily due to decreased overall demand due to generic competition in the EU and reduced supply of AVALIDE* in addition to a $44 million sales return adjustment recorded as a result of the AVALIDE* recall. Estimated total U.S. prescription demand decreased 17% in 2010.

ELIQUIS an oral Factor Xa inhibitor for the prevention of VTE in adult patients who have undergone elective hip or knee replacement surgery and in development for the prevention and treatment of venous thromboembolic disorders and stroke prevention in patients with atrial fibrillation that is part of our strategic alliance with Pfizer

ELIQUIS was approved in the EU for VTE prevention in May 2011 and was launched in a limited number of EU countries beginning in May 2011. Net sales were less than $1 million.

ABILIFY* an antipsychotic agent for the treatment of schizophrenia, bipolar mania disorder and major depressive disorder and is part of our strategic alliance with Otsuka

U.S. net sales increased in 2011 due to higher overall demand and average net selling prices partially offset by the reduction in our contractual share of net sales from 58% in 2010 to 53.5% in 2011. Estimated total U.S. prescription demand increased 5% in 2011.

U.S. net sales decreased in 2010 primarily due to the reduction in our contractual share of net sales from 65% to 58% and higher Medicaid rebates from healthcare reform. The decrease was partially offset by higher average net selling prices and overall demand. Estimated total U.S. prescription demand increased 5% in 2010.

In both periods, international net sales increased due to higher demand.

REYATAZ a protease inhibitor for the treatment of HIV

U.S. net sales were relatively flat in 2011 and increased in 2010 primarily due to higher demand. Estimated total prescription demand increased 2% in 2011 and 4% in 2010.

In both periods, international net sales increased primarily due to higher demand.

SUSTIVA Franchise a non-nucleoside reverse transcriptase inhibitor for the treatment of HIV, which includes SUSTIVA, an antiretroviral drug, and bulk efavirenz, which is also included in the combination therapy, ATRIPLA* (efavirenz 600 mg/emtricitabine 200 mg/tenofovir disoproxil fumarate 300 mg), a product sold through our joint venture with Gilead

U.S. net sales increased in 2011 primarily due to higher average net selling prices and higher estimated total U.S. prescription demand of 7%. U.S. net sales increased in 2010 primarily due to higher estimated total U.S. prescription demand of 7%.

In both periods, international net sales increased primarily due to higher demand.

BARACLUDE an oral antiviral agent for the treatment of chronic hepatitis B

Net sales in both periods increased primarily due to higher demand.

ERBITUX* a monoclonal antibody designed to exclusively target and block the Epidermal Growth Factor Receptor, which is expressed on the surface of certain cancer cells in multiple tumor types as well as normal cells and is currently indicated for use against colorectal cancer and head and neck cancer. ERBITUX* is part of our strategic alliance with Lilly.

Sold by us almost exclusively in the U.S., net sales increased in 2011 primarily due to higher demand, including demand from the approval of ERBITUX* for the first-line treatment of recurrent locally or regionally advanced metastatic squamous cell carcinoma of the head and neck. Net sales in 2010 decreased primarily due to lower demand and lower average net selling prices.

SPRYCEL an oral inhibitor of multiple tyrosine kinases indicated for the treatment of adults with chronic, accelerated, or myeloid or lymphoid blast phase chronic myeloid leukemia with resistance or intolerance to prior therapy, including GLEEVEC* (imatinib meslylate) and first-line treatment of adults with Philadelphia chromosome-positive chronic myeloid leukemia in chronic phase. SPRYCEL is part of our strategic alliance with Otsuka.

Net sales in both periods increased primarily due to higher demand and average net selling prices. Demand in 2011 was positively impacted by the approval of SPRYCEL for first-line treatment of adult patients with newly diagnosed Philadelphia chromosome-positive chronic myeloid leukemia in chronic phase in the U.S. and the EU in the fourth quarter of 2010.

YERVOY a monoclonal antibody for the treatment of patients with unresectable (inoperable) or metastatic melanoma

YERVOY was launched in the U.S. in the second quarter of 2011 and a limited number of EU countries in the third and fourth quarters of 2011.

Net sales of $27 million were deferred until patient infusion due to a returns policy established in the third quarter of 2011 in the U.S.

ORENCIA a fusion protein indicated for adult patients with moderate to severe rheumatoid arthritis who have had an inadequate response to one or more currently available treatments, such as methotrexate or anti-tumor necrosis factor therapy

U.S. net sales increased in both periods primarily due to higher demand, including the launch of the ORENCIA subcutaneous formulation, and higher average net selling prices.

International net sales increased in both periods primarily due to higher demand.

NULOJIX a fusion protein with novel immunosuppressive activity targeted at prevention of kidney transplant rejection

NULOJIX was approved and launched in the U.S. and EU during 2011.

ONGLYZA/KOMBIGLYZE treatment for type 2 diabetes

ONGLYZA/KOMBIGLYZE increased in both periods primarily due to higher overall demand and launches in various countries. KOMBIGLYZE was launched in the U.S. in the fourth quarter of 2010.

Mature Products and All Other includes products which lost exclusivity in major markets and over the counter brands

International net sales decreased in 2010 due to continued generic erosion of certain products, lower average net selling prices in Europe, the year over year impact of the rationalization and divestitures of our non-strategic product portfolio and lower demand for certain over the counter products.

The estimated U.S. prescription change data provided throughout this report includes information only from the retail and mail order channels and does not reflect product demand within other channels such as hospitals, home health care, clinics, federal facilities including Veterans Administration hospitals, and long-term care, among others. The data is provided by Wolters Kluwer Health (WK), except for SPRYCEL, and is based on the Source Prescription Audit. As of December 31, 2011, SPRYCEL demand is based upon information from the Next-Generation Prescription Service (NGPS) version 2.0 of the National Prescription Audit provided by the IMS Health (IMS). The data is a product of each respective service providers own recordkeeping and projection processes and therefore subject to the inherent limitations of estimates based on sampling and may include a margin of error.

Prior to December 31, 2011, SPRYCEL demand was calculated based upon data obtained from the IMS Health (IMS) National Sales Perspectives Audit. Since management believes information from IMS National Prescription Audit more accurately reflects subscriber demands trends versus pill data from IMS National Sales Perspectives Audit, all prior year SPRYCEL data has been restated to reflect information from IMS National Prescription Audit.

We continuously seek to improve the quality of our estimates of prescription change amounts and ultimate patient/consumer demand by reviewing the calculation methodologies employed and analyzing internal and third-party data. We expect to continue to review and refine our methodologies and processes for calculation of these estimates and will monitor the quality of our own and third parties data used in such calculations.

We calculated the estimated total U.S. prescription change on a weighted-average basis to reflect the fact that mail order prescriptions include a greater volume of product supplied, compared to retail prescriptions. Mail order prescriptions typically reflect a 90-day prescription whereas retail prescriptions typically reflect a 30-day prescription. The calculation is derived by multiplying mail order prescription data by a factor that approximates three and adding to this the retail prescriptions. We believe that a calculation of estimated total U.S. prescription change based on this weighted-average approach provides a superior estimate of total prescription demand in retail and mail order channels. We use this methodology for our internal demand reporting.

Estimated End-User Demand

The following tables set forth for each of our key products sold in the U.S. for the years ended December 31, 2011, 2010 and 2009: (i) change in reported U.S. net sales for each year; (ii) estimated total U.S. prescription change for the retail and mail order channels calculated by us based on third-party data on a weighted-average basis, and (iii) months of inventory on hand in the wholesale distribution channel.

	Year Ended December 31,						At December 31,		
	Change in U.S. Net Sales			% Change in U.S. Total Prescriptions			Months on Hand		
Dollars in Millions	**2011**	**2010**	**2009**	**2011**	**2010**	**2009**	**2011**	**2010**	**2009**
PLAVIX*	8%	11%	13%	(5)%	(1)%	4%	0.5	0.5	0.5
AVAPRO*/AVALIDE*	(19)%	(11)%	(2)%	(39)%	(17)%	(9)%	0.6	0.4	0.4
ABILIFY*	4%	(6)%	24%	5%	5%	26%	0.5	0.4	0.4
REYATAZ	1%	4%	9%	2%	4%	8%	0.5	0.5	0.5
SUSTIVA Franchise[(a)]	7%	10%	11%	7%	7%	10%	0.6	0.4	0.5
BARACLUDE	16%	12%	14%	9%	12%	13%	0.6	0.6	0.5
ERBITUX*[(b)]	4%	(4)%	(9)%	N/A	N/A	N/A	0.6	0.5	0.5
SPRYCEL	56%	53%	34%	30%	21%	27%	0.7	0.6	0.7
YERVOY[(b)(c)]	N/A	N/A	N/A	N/A	N/A	N/A	0.6	N/A	N/A
ORENCIA[(b)]	12%	17%	29%	N/A	N/A	N/A	0.5	0.6	0.5
NULOJIX[(b)(c)]	N/A	N/A	N/A	N/A	N/A	N/A	3.5	N/A	N/A
ONGLYZA/KOMBIGLYZE[(d)]	**	**	N/A	**	**	N/A	0.5	0.8	3.7

(a) The SUSTIVA Franchise (total revenue) includes sales of SUSTIVA and revenue of bulk efavirenz included in the combination therapy ATRIPLA*. The months on hand relates only to SUSTIVA.

(b) ERBITUX*, YERVOY, ORENCIA and NULOJIX are parenterally administered products and do not have prescription-level data as physicians do not write prescriptions for these products.

(c) YERVOY and NULOJIX were launched in the U.S. in the second quarter of 2011.

(d) ONGLYZA was launched in the U.S. in the third quarter of 2009. KOMBIGLYZE was launched in the U.S. in the fourth quarter of 2010. ONGLYZA had 0.5 month of inventory on hand at December 31, 2010. KOMBIGLYZE had 51.8 months of inventory on hand at December 31, 2010 to support the initial product launch.

** Change in excess of 100%.

Pursuant to the U.S. Securities and Exchange Commission (SEC) Consent Order described below under SEC Consent Order , we monitor the level of inventory on hand in the U.S. wholesaler distribution channel and outside of the U.S. in the direct customer distribution channel. We are obligated to disclose products with levels of inventory in excess of one month on hand or expected demand, subject to a de minimis exception. Estimated levels of inventory in the distribution channel in excess of one month on hand for these products were not material as of the dates indicated above. Below are U.S. products that had estimated levels of inventory in the distribution channel in excess of one month on hand at December 31, 2011, and international products that had estimated levels of inventory in the distribution channel in excess of one month on hand at September 30, 2011.

NULOJIX had 3.5 months of inventory on hand in the U.S. to support the initial product launch. The inventory is nominal and is expected to be worked down in less than that amount of time as demand for this new product increases post launch.

DAFALGAN, an analgesic product sold principally in Europe, had 1.1 months of inventory on hand at direct customers compared to 1.4 months of inventory on hand at December 31, 2010. The level of inventory on hand was primarily due to ordering patterns of pharmacists in France.

FERVEX, a cold and flu product, had 3.0 months of inventory on hand internationally at direct customers compared to 6.4 months of inventory on hand at December 31, 2010. The level of inventory on hand decreased due to higher demand in France and Russia.

LUFTAL, an antacid product, had 1.5 months of inventory on hand internationally at direct customers compared to 1.3 months of inventory on hand at December 31, 2010. The level of inventory on hand was primarily due to government purchasing patterns in Brazil.

In the U.S., for all products sold exclusively through wholesalers or through distributors, we generally determined our months on hand estimates using inventory levels of product on hand and the amount of out-movement provided by our three largest wholesalers, which account for approximately 90% of total gross sales of U.S. products, and provided by our distributors. Factors that may influence our estimates include generic competition, seasonality of products, wholesaler purchases in light of increases in wholesaler list prices, new product launches, new warehouse openings by wholesalers and new customer stockings by wholesalers. In addition, these estimates are calculated using third-party data, which may be impacted by their recordkeeping processes.

For our businesses outside of the U.S., we have significantly more direct customers. Limited information on direct customer product level inventory and corresponding out-movement information and the reliability of third-party demand information, where available, varies widely. In cases where direct customer product level inventory, ultimate patient/consumer demand or out-movement data does not exist or is otherwise not available, we have developed a variety of other methodologies to estimate such data, including using such factors as historical sales made to direct customers and third-party market research data related to prescription trends and end-user demand. Accordingly, we rely on a variety of methods to estimate direct customer product level inventory and to calculate months on hand. Factors that may affect our estimates include generic competition, seasonality of products, direct customer purchases in light of price increases, new product launches, new warehouse openings by direct customers, new customer stockings by direct customers and expected direct customer purchases for governmental bidding situations. As such, all of the information required to estimate months on hand in the direct customer distribution channel for non-U.S. business for the year ended December 31, 2011 is not available prior to the filing of this annual report on Form 10-K. We will disclose any product with levels of inventory in excess of one month on hand or expected demand, subject to a de minimis exception, in the next quarterly report on Form 10-Q.

Expenses

	Net Sales			% Change	
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
Cost of products sold	$ 5,598	$ 5,277	$ 5,140	6%	3%
Marketing, selling and administrative	4,203	3,686	3,946	14%	(7)%
Advertising and product promotion	957	977	1,136	(2)%	(14)%
Research and development	3,839	3,566	3,647	8%	(2)%
Provision for restructuring	116	113	136	3%	(17)%
Litigation expense, net		(19)	132	(100)%	**
Equity in net income of affiliates	(281)	(313)	(550)	(10)%	(43)%
Other (income)/expense	(169)	126	(381)	**	**
Total Expenses	$ 14,263	$ 13,413	$ 13,206	6%	2%

** Change is in excess of 100%.

Cost of products sold

Cost of products sold consists of material costs, internal labor and overhead from our owned manufacturing sites, third-party processing costs, other supply chain costs and the settlement of foreign currency forward contracts that are used to hedge forecasted intercompany inventory purchase transactions. Essentially all of these costs are managed primarily through our global manufacturing organization, referred to as Technical Operations. Discovery royalties attributed to licensed products in connection with alliances, profit sharing payments in certain collaborations, and the amortization of acquired developed technology costs from business combinations and milestone payments that occur on or after regulatory approval are also included in cost of products sold.

Cost of products sold can vary between periods as a result of product mix (particularly resulting from royalties and profit sharing expenses in connection with our alliances), price, inflation and costs attributed to the rationalization of manufacturing sites resulting in accelerated depreciation, impairment charges and other stranded costs. In addition, changes in foreign currency may also provide volatility given a high percentage of total costs are denominated in foreign currencies.

The increase in cost of products sold in both periods was primarily attributable to higher sales volume resulting in additional royalties, collaboration fees, and profit sharing expense, and unfavorable foreign exchange. Cost of products sold as a percentage of net sales were 26.4% in 2011, 27.1% in 2010, and 27.3% in 2009 and reflected more favorable product mix during 2011 and 2010.

Marketing, selling and administrative

Marketing, selling and administrative expenses consist of salary and benefit costs, third-party professional and marketing fees, outsourcing fees, shipping and handling costs and other expenses that are not attributed to product manufacturing costs or research and development expenses. Most of these expenses are managed through regional commercialization functions or global functions such as finance, law, information technology and human resources.

The increase in 2011 was primarily attributed to the annual pharmaceutical company fee ($220 million), unfavorable foreign exchange and higher marketing costs to support new launches and key products and to a lesser extent, higher bad debt expense in the EU, charitable funding and information technology expenses.

The decrease in 2010 was primarily attributed to the reduction in sales related activities of certain key products to coincide with their respective life cycle; prior year impact of a $100 million funding payment made to the BMS Foundation; reduction in our ABILIFY* sales force as Otsuka established it own sales force for promotion of ABILIFY*, SPRYCEL and IXEMPRA; reduced project standardization implementation costs from the 2009 role out of new accounting and human resource related systems; and overall efficiencies gained from continuous improvement initiatives.

Advertising and product promotion

Advertising and product promotion expenses consist of related media, sample and direct to consumer programs.

The decrease in 2010 was primarily attributed to lower spending on the promotion of certain key products to coincide with their product life cycle and Otsuka s reimbursement of certain ABILIFY*, SPRYCEL and IXEMPRA advertising and product promotion expenses partially offset by increased spending for the ONGLYZA launch and other pipeline products.

Research and development

Research and development expenses consist of salary and benefit costs, third-party grants and fees paid to clinical research organizations, supplies and facility costs. Total research and development expenses include the costs of discovery research, preclinical development, early- and late-clinical development and drug formulation, as well as clinical trials and medical support of marketed products, proportionate allocations of enterprise-wide costs, and other appropriate costs. These expenses also include third-party licensing fees that are typically paid upfront as well as when regulatory or other contractual milestones are met. Certain expenses are shared with alliance partners based upon contractual agreements.

Most expenses are managed by our global research and development organization of which, approximately $2.0 billion of the total spend was attributed to development activities with the remainder attributed to preclinical and research activities. These expenses can vary between periods for a number of reasons, including the timing of upfront, milestone and other licensing payments.

The increase in 2011 was attributed to higher upfront, milestone and other licensing payments, unfavorable foreign exchange, and additional development costs resulting from the acquisition of ZymoGenetics. Upfront, milestone and other licensing payments were $207 million in 2011 which included an $88 million payment associated with an amendment of an intellectual property license agreement for YERVOY prior to its FDA approval and payments to Abbott Laboratories (Abbott), Innate, Ambrx, Alder Biopharmaceuticals, Inc. (Alder), and Nissan Chemical Industries, Ltd. and Teijin Pharma Limited (Nissan and Teijin) for exclusive licenses to develop and commercialize certain programs and compounds.

The decrease in 2010 was attributed to lower upfront, milestone and other licensing payments partially offset by additional spending to support our maturing pipeline and compounds obtained from our string-of-pearls strategy. Upfront, milestone and other licensing payments were $132 million in 2010 primarily attributed to Exelixis, Allergan Inc. and Abbott and $347 million in 2009 primarily attributed to ZymoGenetics, Alder, and Nissan and Teijin.

Provision for restructuring

The provision for restructuring was primarily attributable to employee termination benefits for continuous improvement initiatives.

Litigation expense, net

The 2009 amount was primarily due to a $125 million securities litigation settlement.

Equity in net income of affiliates

Equity in net income of affiliates was primarily related to our international partnership with Sanofi and varies based on international PLAVIX* net sales included within this partnership.

The decrease in 2010 is attributed to the impact of an alternative salt form of clopidogrel and generic clopidogrel competition on international PLAVIX* net sales that commenced in 2009. For additional information, see Item 8. Financial Statements Note 3. Alliances and Collaborations.

Other (income)/expense

Other (income)/expense include:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Interest expense	$ 145	$ 145	$ 184
Interest income	(91)	(75)	(54)
Impairment and loss on sale of manufacturing operations		236	
Gain on sale of product lines, businesses and assets	(37)	(39)	(360)
Other income received from alliance partners	(140)	(136)	(148)
Pension curtailment and settlement charges	10	28	43
Litigation charges/(recoveries)	(25)		
Product liability charges/ (recoveries)	31	17	(6)
Other	(62)	(50)	(40)
Other (income)/expense	$ (169)	$ 126	$ (381)

Impairment and loss on sale of manufacturing operations was primarily attributed to the disposal of our manufacturing operations in Latina, Italy in 2010.

Gain on sale of product lines, businesses and assets was primarily related to the sale of mature brands, including businesses within Indonesia and Australia in 2009.

Other income from alliance partners includes income earned from the Sanofi partnership and amortization of certain upfront, milestone and other licensing payments related to other alliances.

Pension curtailment and settlement charges were primarily attributed to amendments which eliminated the crediting of future benefits related to service for U.S. pension plan participants. These amendments resulted in a curtailment charge of $6 million and $25 million during 2010 and 2009, respectively. The remainder of the charges resulted from lump sum payments in certain plans which exceeded the sum of plan interest costs and service costs, resulting in an acceleration of a portion of previously deferred actuarial losses. Additional charges may be recognized in the future, particularly with the U.S. pension plans due to a lower threshold resulting from the elimination of service costs and potentially higher lump sum payments. See Item 8. Financial Statements Note 19. Pension, Postretirement and Postemployment Liabilities for further detail.

Product liability charges in 2011 and 2010 were for additional reserves in connection with the breast implant settlement program and hormone replacement therapy products.

Non-GAAP Financial Measures

Our non-GAAP financial measures, including non-GAAP earnings and related EPS information, are adjusted to exclude certain costs, expenses, gains and losses and other specified items that due to their significant and/or unusual nature are evaluated on an individual basis. These items are excluded from segment income. Similar charges or gains for some of these items have been recognized in prior periods and it is reasonably possible that they could reoccur in future periods. Non-GAAP information is intended to portray the results of our baseline performance which include the discovery, development, licensing, manufacturing, marketing, distribution and sale of pharmaceutical products on a global basis and to enhance an investor s overall understanding of our past financial performance and prospects for the future. For example, non-GAAP earnings and EPS information is an indication of our baseline performance before items that are considered by us to not be reflective of our ongoing results. In addition, this information is among the primary indicators we use as a basis for evaluating performance, allocating resources, setting incentive compensation targets, and planning and forecasting for future periods. This information is not intended to be considered in isolation or as a substitute for net earnings or diluted EPS prepared in accordance with GAAP.

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Specified items were as follows:

Dollars in Millions, except per share data	Year Ended December 31, 2011	2010	2009
Cost of products sold*	$ 75	$ 113	$ 123
Process standardization implementation costs	29	35	110
BMS foundation funding initiative			100
Marketing, selling and administrative	29	35	210
Upfront, milestone and other licensing payments	207	132	347
IPRD impairment	28	10	
Research and development	235	142	347
Provision for restructuring	116	113	136
Litigation expense/ (recoveries)		(19)	132
Impairment and loss on sale of manufacturing operations		236	
Gain on sale of product lines, businesses and assets	(12)		(360)
Pension curtailment and settlement charges	13	18	36
Acquisition related items		10	(10)
Litigation charges/(recoveries)	(22)		
Product liability charges/(recoveries)	31	17	(5)
Loss on sale of investments			31
Debt repurchase			(7)
Upfront, milestone and other licensing receipts	(20)		
Other (income)/expense	(10)	281	(315)
Decrease to pretax income	445	665	633
Income tax on items above	(136)	(180)	(205)
Out-of period tax adjustment		(59)	
Specified tax (benefit)/charge**	(97)	207	
Income taxes	(233)	(32)	(205)
Decrease to net earnings	$ 212	$ 633	$ 428

* Specified items included in cost of products sold include accelerated depreciation, asset impairment, and other shutdown costs.

** The 2011 specified tax benefit relates to releases of tax reserves that were specified in prior periods. The 2010 specified tax charge relates to a tax charge from additional U.S. taxable income from earnings of foreign subsidiaries previously considered to be permanently reinvested offshore.

The reconciliations from GAAP to Non-GAAP were as follows:

Dollars in Millions, except per share data	Year Ended December 31, 2011	2010	2009
Net Earnings Attributable to BMS GAAP	$ 3,709	$ 3,102	$ 3,239
Earnings attributable to unvested restricted shares	(8)	(12)	(17)
Net Earnings Attributable to BMS used for Diluted EPS Calculation GAAP	$ 3,701	$ 3,090	$ 3,222
Net Earnings Attributable to BMS GAAP	$ 3,709	$ 3,102	$ 3,239

Less Specified Items	212	633	428
Net Earnings Attributable to BMS Non-GAAP	3,921	3,735	3,667
Earnings attributable to unvested restricted shares	(8)	(12)	(17)
Net Earnings Attributable to BMS used for Diluted EPS Calculation Non-GAAP	$ 3,913	$ 3,723	$ 3,650
Average Common Shares Outstanding Diluted	1,717	1,727	1,978
Diluted EPS Attributable to BMS GAAP	$ 2.16	$ 1.79	$ 1.63
Diluted EPS Attributable to Specified Items	0.12	0.37	0.22
Diluted EPS Attributable to BMS Non-GAAP	$ 2.28	$ 2.16	$ 1.85

Income Taxes

The effective income tax rate on earnings from continuing operations before income taxes was 24.7% in 2011, 25.7% in 2010 and 21.1% in 2009. The effective income tax rate is lower than the U.S. statutory rate of 35% due to our decision to indefinitely reinvest the earnings for certain of our manufacturing operations in Ireland and Puerto Rico. We have favorable tax rates in Ireland and Puerto Rico under grants not scheduled to expire prior to 2023.

Fluctuations in the effective tax rate were impacted by a $207 million tax charge in 2010, earnings mix between high and low tax jurisdictions, contingent tax matters and changes in prior period estimates upon finalizing tax returns. For a detailed discussion of changes in the effective tax rate, see Item 8. Financial Statements Note 8. Income Taxes. Our future effective tax rate will also be adversely affected if the research and development tax credit is not extended.

Discontinued Operations

On December 23, 2009, we completed a split-off of our remaining interest in Mead Johnson by means of an exchange offer to BMS shareholders. See Item 8. Financial Statements Note 5. Mead Johnson Nutrition Company Initial Public Offering and Split-off.

Noncontrolling Interest

Noncontrolling interest is primarily related to our partnerships with sanofi for the territory covering the Americas related to PLAVIX* net sales. See Item 8. Financial Statements Note 3. Alliances and Collaborations. The increase in noncontrolling interest corresponds to increased net sales of PLAVIX* in the U.S. Following the expected loss of exclusivity of PLAVIX* and AVAPRO*/AVALIDE* in the U.S. during 2012, we expect a significant decrease in net earnings attributable to noncontrolling interest. Net earnings from discontinued operations attributable to noncontrolling interest primarily relates to the 16.9% publicly owned portion of Mead Johnson prior to our complete divestiture from the split-off. A summary of noncontrolling interest is as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Sanofi partnerships	$ 2,323	$ 2,074	$ 1,717
Other	20	20	26
Noncontrolling interest pre-tax	2,343	2,094	1,743
Income taxes	(792)	(683)	(562)
Net earnings from continuing operations attributable to noncontrolling interest net of taxes	1,551	1,411	1,181
Net earnings from discontinued operations attributable to noncontrolling interest net of taxes			69
Net earnings attributable to noncontrolling interest net of taxes	$ 1,551	$ 1,411	$ 1,250

Financial Position, Liquidity and Capital Resources

Our net cash position was as follows:

Dollars in Millions	**2011**	**2010**
Cash and cash equivalents	$ 5,776	$ 5,033
Marketable securities current	2,957	2,268
Marketable securities non-current	2,909	2,681
Total cash, cash equivalents and marketable securities	11,642	9,982
Short-term borrowings, including current portion of long-term debt	(115)	(117)
Long-term debt	(5,376)	(5,328)
Net cash position	$ 6,151	$ 4,537

We maintain a significant level of working capital, which was approximately $7.5 billion at December 31, 2011 and $6.5 billion at December 31, 2010. In 2012 and future periods, we expect cash generated by our U.S. operations, together with existing cash, cash equivalents, marketable securities and borrowings from the capital markets, to be sufficient to cover cash needs for dividends, common stock repurchases, debt repurchases, strategic alliances and acquisitions (including the acquisition of Inhibitex for $2.5 billion), milestone payments, working capital and capital expenditures. We do not rely on short-term borrowings to meet our current liquidity needs.

Cash, cash equivalents and marketable securities held in the U.S. was $8.7 billion at December 31, 2011. Approximately $2.3 billion of the remaining $2.9 billion is held in low tax jurisdictions and is attributable to earnings that are expected to be indefinitely reinvested offshore. Cash repatriations are subject to restrictions in certain jurisdictions and may be subject to withholding and other taxes.

Our investment portfolio includes non-current marketable securities which are subject to changes in fair value as a result of interest rate fluctuations and other market factors, which may impact our results of operations. Our investment policy places limits on these investments and the amount and time to maturity of investments with any institution. The policy also requires that investments are only entered into with corporate and financial institutions that meet high credit quality standards. See Item 8. Financial Statements Note 10. Financial Instruments.

As discussed in Strategy above, the loss of exclusivity in the U.S. for our largest product, PLAVIX*, in May 2012 is expected to result in a rapid, precipitous, material decline in operating cash flow. Additional regulations in the U.S. could be passed in the future which could further reduce our results of operations, operating cash flow, liquidity and financial flexibility. We also continue to monitor the potential impact of the economic conditions in certain European countries and the related impact on prescription trends, pricing discounts, creditworthiness of our customers, and our ability to collect outstanding receivables from our direct customers. Currently, we believe these economic conditions in the EU will not have a material impact on our liquidity, cash flow or financial flexibility.

As a mechanism to limit our overall credit exposures, and an additional source of liquidity, we sell trade receivables to third parties, principally from wholesalers in Japan and certain government-backed entities in Italy, Portugal and Spain. Sales of trade receivables totaled approximately $1.1 billion in 2011, $932 million in 2010, and $660 million in 2009. The amount of trade receivables sold in Italy, Portugal, and Spain was $484 million in 2011, $477 million in 2010, and $413 million in 2009, and may not be available to be factored in the future due to the ongoing European sovereign debt crisis. Our sales agreements do not allow for recourse in the event of uncollectibility and we do not retain interest to the underlying asset once sold.

In September 2011, the Company replaced its $2.0 billion revolving credit facility with a new $1.5 billion five year revolving credit facility from a syndicate of lenders, which contains customary terms and conditions and is extendable on any anniversary date with the consent of the lenders. There are no financial covenants under the new facility. There were no borrowings outstanding under either revolving credit facility at December 31, 2011 or December 31, 2010.

We continue to manage our operating cash flows with initiatives designed to improve working capital items that are most directly affected by changes in sales volume, such as receivables, inventories, and accounts payable. The following summarizes these components expressed as a percentage of trailing twelve months net sales:

Dollars in Millions	December 31, 2011	% of Trailing Twelve Month Net Sales	December 31, 2010	% of Trailing Twelve Month Net Sales
Net trade receivables	$ 2,250	10.6 %	$ 1,985	10.2 %
Inventories	1,384	6.5 %	1,204	6.2 %
Accounts payable	(2,603)	(12.2)%	(1,983)	(10.2)%
Total	$ 1,031	4.9 %	$ 1,206	6.2 %

Credit Ratings

Moody s Investors Service (Moody s) long-term and short-term credit ratings are currently A2 and Prime-1, respectively, and their long-term credit outlook remains stable. Standard & Poor s (S&P) long-term and short-term credit ratings are currently A+ and A-1, respectively, and their long-term credit outlook remains stable. Fitch Ratings (Fitch) long-term and short-term credit ratings are currently A+ and F1, respectively, and their long-term credit outlook remains negative. Our credit ratings are considered investment grade. These long-term ratings designate that we have a low default risk but are somewhat susceptible to adverse effects of changes in circumstances and economic conditions. These short-term ratings designate that we have the strongest capacity for timely repayment.

Cash Flows

The following is a discussion of cash flow activities:

Dollars in Millions	2011	2010	2009
Cash flow provided by/(used in):			
Operating activities	$ 4,840	$ 4,491	$ 4,065
Investing activities	(1,437)	(3,812)	(4,380)
Financing activities	(2,657)	(3,343)	(17)

Operating Activities

Cash flow from operating activities represents the cash receipts and cash disbursements from all of our activities other than investing activities and financing activities. Operating cash flow is derived by adjusting net earnings for noncontrolling interest, non-cash operating items, gains and

losses attributed to investing and financing activities and changes in operating assets and liabilities resulting from timing differences between the receipts and payments of cash and when the transactions are recognized in our results of operations. As a result, changes in cash from operating activities reflect the timing of cash collections from customers and alliance partners; payments to suppliers, alliance partners and employees; pension contributions and tax payments in the ordinary course of business. Our operating cash flow continued to benefit from improved operating performance, working capital initiatives, and higher unpaid rebates due in part to timing and an increasing lag in payments to managed care organizations attributed to government agencies administrative delays.

Investing Activities

Net purchases of marketable securities were $859 million in 2011, $2.6 billion in 2010 and $1.4 billion in 2009. Investments in time deposits and highly-rated corporate debt securities with maturities greater than 90 days were increased to manage our return on investment.

Cash was used to fund the acquisitions of Amira for $360 million (including a $50 million contingent payment) in 2011, ZymoGenetics for $829 million in 2010 and Medarex for $2.2 billion in 2009.

Capital expenditures were $367 million in 2011, $424 million in 2010, and $730 million in 2009, including costs related to our Devens biologics facility and other costs to support several manufacturing initiatives.

Proceeds of $310 million were received from the sale of businesses within the Asia-Pacific region in 2009.

Mead Johnson cash included in the 2009 split-off transaction was $561 million.

Financing Activities

Dividend payments were $2.3 billion in 2011, $2.2 billion in 2010 and $2.5 billion in 2009. Dividends declared per common share were $1.33 in 2011, $1.29 in 2010 and $1.25 in 2009. In December 2011, we declared a quarterly dividend of $0.34 per common share and expect to pay a dividend for the full year of 2012 of $1.36 per share. Dividend decisions are made on a quarterly basis by our Board of Directors.

A $3.0 billion stock repurchase program was authorized in May 2010, resulting in the repurchase of common stock of $1.2 billion in 2011 and $576 million in 2010.

Management periodically evaluates potential opportunities to repurchase certain debt securities and terminate certain interest rate swap contracts prior to their maturity. Cash outflows related to the repurchase of debt were $78 million in 2011, $855 million in 2010 and $132 million in 2009. Proceeds from the termination of interest rate swap contracts were $296 million in 2011, $146 million in 2010 and $194 million in 2009.

Proceeds from the issuances of common stock resulting from stock option exercises were $601 million (including $48 million of cash retained from excess tax benefits) in 2011, $252 million in 2010 and $45 million in 2009. The issuance of common stock as a result of stock option exercises will vary each period based upon fluctuations in the market value of our stock relative to the exercise price of the stock options and other factors.

Proceeds of $2.3 billion were received from the Mead Johnson initial public offering and the issuance of Mead Johnson Notes in 2009.

Contractual Obligations

Payments due by period for our contractual obligations at December 31, 2011 were as follows:

		Obligations Expiring by Period					
Dollars in Millions	**Total**	**2012**	**2013**	**2014**	**2015**	**2016**	**Later Years**
Short-term borrowings	$ 115	$ 115	$	$	$	$	$
Long-term debt	4,669		597			652	3,420
Interest on long-term debt[(a)]	4,733	251	252	223	227	230	3,550
Operating leases	722	136	122	113	96	93	162
Purchase obligations	2,067	659	494	382	206	171	155
Uncertain tax positions[(b)]	105	105					
Other long-term liabilities	384		59	43	41	33	208
Total[(c)]	$ 12,795	$ 1,266	$ 1,524	$ 761	$ 570	$ 1,179	$ 7,495

(a) Includes estimated future interest payments on our short-term and long-term debt securities. Also includes accrued interest payable recognized on our consolidated balance sheets, which consists primarily of accrued interest on short-term and long-term debt as well as accrued periodic cash settlements of derivatives.

(b) Due to the uncertainty related to the timing of the reversal of uncertain tax positions, only the short-term uncertain tax benefits have been provided in the table above. See Item 8. Financial Statements Note 8. Income Taxes for further detail.

(c) The table above excludes future contributions by us to our pensions, postretirement and postemployment benefit plans. Required contributions are contingent upon numerous factors including minimum regulatory funding requirements and the funded status of each plan. Due to the uncertainty of such future obligations, they are excluded from the table. Contributions for both U.S. and international plans are expected to be up to $430 million in 2012. See Item 8. Financial Statements Note 19. Pension, Postretirement and Postemployment Liabilities for further detail.

In addition to the above, we are committed to $5.5 billion (in the aggregate) of potential future research and development milestone payments to third parties as part of in-licensing and development programs. Early stage milestones, defined as milestones achieved through Phase III clinical trials, comprised $1.0 billion of the total committed amount. Late stage milestones, defined as milestones achieved post Phase III clinical trials, comprised $4.5 billion of the total committed amount. Payments under these agreements generally are due and payable only upon achievement of certain developmental and regulatory milestones, for which the specific timing cannot be predicted. In addition to certain royalty obligations that are calculated as a percentage of net sales, some of these

agreements also provide for sales-based milestones aggregating $2.0 billion that we would be obligated to pay to alliance partners upon achievement of certain sales levels. We also have certain manufacturing, development, and commercialization obligations in connection with alliance arrangements. It is not practicable to estimate the amount of these obligations. See Item 8. Financial Statements Note 3. Alliances and Collaborations for further information regarding our alliances.

For a discussion of contractual obligations, see Item 8. Financial Statements Note 19. Pension, Postretirement and Postemployment Liabilities, Note 10. Financial Instruments and Note 21. Leases.

SEC Consent Order

As previously disclosed, on August 4, 2004, we entered into a final settlement with the SEC, concluding an investigation concerning certain wholesaler inventory and accounting matters. The settlement was reached through a Consent, a copy of which was attached as Exhibit 10 to our quarterly report on Form 10-Q for the period ended September 30, 2004.

Under the terms of the Consent, we agreed, subject to certain defined exceptions, to limit sales of all products sold to our direct customers (including wholesalers, distributors, hospitals, retail outlets, pharmacies and government purchasers) based on expected demand or on amounts that do not exceed approximately one month of inventory on hand, without making a timely public disclosure of any change in practice. We also agreed in the Consent to certain measures that we have implemented including: (a) establishing a formal review and certification process of our annual and quarterly reports filed with the SEC; (b) establishing a business risk and disclosure group; (c) retaining an outside consultant to comprehensively study and help re-engineer our accounting and financial reporting processes; (d) publicly disclosing any sales incentives offered to direct customers for the purpose of inducing them to purchase products in excess of expected demand; and (e) ensuring that our budget process gives appropriate weight to inputs that come from the bottom to the top, and not just from the top to the bottom, and adequately documenting that process.

We have established a company-wide policy to limit our sales to direct customers for the purpose of complying with the Consent. This policy includes the adoption of various procedures to monitor and limit sales to direct customers in accordance with the terms of the Consent. These procedures include a governance process to escalate to appropriate management levels potential questions or concerns regarding compliance with the policy and timely resolution of such questions or concerns. In addition, compliance with the policy is monitored on a regular basis.

We maintain inventory management agreements (IMAs) with our U.S. pharmaceutical wholesalers, which account for nearly 100% of total gross sales of U.S. biopharmaceuticals products. Under the current terms of the IMAs, our wholesaler customers provide us with weekly information with respect to months on hand product-level inventories and the amount of out-movement of products. The three largest wholesalers currently account for approximately 90% of total gross sales of U.S. BioPharmaceuticals products. The inventory information received from our wholesalers, together with our internal information, is used to estimate months on hand product level inventories at these wholesalers. We estimate months on hand product inventory levels for our U.S. BioPharmaceuticals business s wholesaler customers other than the three largest wholesalers by extrapolating from the months on hand calculated for the three largest wholesalers. In contrast, for our biopharmaceuticals business outside of the U.S., we have significantly more direct customers, limited information on direct customer product level inventory and corresponding out-movement information and the reliability of third-party demand information, where available, varies widely. Accordingly, we rely on a variety of methods to estimate months on hand product level inventories for these business units.

We believe the above-described procedures provide a reasonable basis to ensure compliance with the Consent.

Recently Issued Accounting Standards

See Item 8. Financial Statements Note 1. Accounting Policies for discussion of the impact related to recently issued accounting standards.

Critical Accounting Policies

We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, including disclosure of contingent assets and contingent liabilities, at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Our critical accounting policies are those that are both most important to our financial condition and results of operations and require the most difficult, subjective or complex judgments on the part of management in their application, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. New discounts under the 2010 U.S. healthcare reform law, such as the Medicare coverage gap and managed Medicaid require additional assumptions due to the lack of historical claims experience and increasing lag in claims data. In addition, the new pharmaceutical company fee estimate is subject to external data including the Company s relative share of industry results. Because of the uncertainty of factors surrounding the estimates or judgments used in the preparation of the consolidated financial statements, actual results may vary from these estimates. These accounting

policies were discussed with the Audit Committee of the Board of Directors.

Revenue Recognition

Our accounting policy for revenue recognition has a substantial impact on reported results and relies on certain estimates. We recognize revenue when persuasive evidence of an arrangement exists, the sales price is fixed and determinable, collectability is reasonably assured and title and substantially all of the risks and rewards of ownership have transferred, which is generally at time of shipment (net of the gross-to-net sales adjustments discussed below, all of which involve significant estimates and judgments).

Gross-to-Net Sales Adjustments

The following categories of gross-to-net sales adjustments involve significant estimates and judgments and require us to use information from external sources. See Net Sales above for further discussion and analysis of each significant category of gross-to-net sales adjustments.

Charge-backs related to government programs

Our U.S. businesses participate in programs with government entities, the most significant of which are the U.S. Department of Defense and the U.S. Department of Veterans Affairs, and other parties, including covered entities under the 340B Drug Pricing Program, whereby pricing on products is extended below wholesaler list price to participating entities. These entities purchase products through wholesalers at the lower program price and the wholesalers then charge us the difference between their acquisition cost and the lower program price. We account for these charge-backs by reducing accounts receivable in an amount equal to our estimate of charge-back claims attributable to a sale. Our estimate of these charge-backs is primarily based on historical experience regarding these programs charge-backs and current contract prices under the programs. We consider chargeback payments, levels of inventory in the distribution channel, and our claim processing time lag and adjust the reserve to reflect actual experience.

Cash discounts

In the U.S. and certain other countries, we offer cash discounts as an incentive for prompt payment, generally approximating 2% of the sales price. We account for estimated cash discounts by reducing accounts receivable based on historical claims experience and adjust the reserve to reflect actual experience.

Managed healthcare rebates and other contract discounts

We offer rebates and discounts to managed healthcare organizations in the U.S. which manage prescription drug programs and Medicare Advantage prescription drug plans covering the Medicare Part D drug benefit in addition to their commercial plans, as well as globally to other contract counterparties such as hospitals and group purchasing organizations. Beginning in 2011, the rebates for the Medicare Part D program included a 50% discount on the Company s brand-name drugs to patients who fall within the Medicare Part D coverage gap. In addition, we accrue rebates under U.S. Department of Defense TRICARE Retail Pharmacy Refund Program. We account for these rebates and discounts by establishing an accrual primarily based on historical experience and current contract prices. We consider the sales performance of products subject to these rebates and discounts, an increasing level of unbilled claims, and levels of inventory in the distribution channel and adjust the accrual to reflect actual experience.

Medicaid rebates

Our U.S. businesses participate in state government Medicaid programs as well as certain other qualifying Federal and state government programs whereby discounts and rebates are provided to participating state and local government entities. Discounts and rebates provided through these programs are included in our Medicaid rebate accrual and are considered Medicaid rebates for the purposes of this discussion. Retroactive to January 1, 2010, minimum rebates on Medicaid drug sales increased from 15.1% to 23.1%. Medicaid rebates have also been extended to drugs used in managed Medicaid plans beginning in March 2010. We account for Medicaid rebates by establishing an accrual primarily based on historical experience as well as any expansion on a prospective basis of our participation in programs, legal interpretations of applicable laws, and any new information regarding changes in the Medicaid programs regulations and guidelines that would impact the amount of the rebates. We consider outstanding Medicaid claims, an increasing amount of unbilled managed Medicaid claims, and levels of inventory in the distribution channel and adjust the accrual to reflect actual experience.

Sales returns

We account for sales returns by establishing an accrual in an amount equal to our estimate of sales recognized for which the related products are expected to be returned primarily as a result of product expirations. For returns of established products, we determine our estimate of the sales return accrual primarily based on historical experience regarding sales returns, but also consider other factors that could impact sales returns. These factors include levels of inventory in the distribution channel, estimated shelf life, product recalls,

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product discontinuances, price changes of competitive products, introductions of generic products, introductions of competitive new products and instances of expected precipitous declines in demand such as following the loss of exclusivity. We consider all of these factors and adjust the accrual to reflect actual experience.

Sales returns accruals from new products are estimated and primarily based on the historical sales returns experience of similar products, such as those within the same line of product or those within the same or similar therapeutic category. In limited circumstances, where the new product is not an extension of an existing line of product or where we have no historical experience with products in a similar therapeutic category, such that we cannot reliably estimate expected returns of the new product, we defer recognition of revenue until the right of return no longer exists or until we have developed sufficient historical experience to estimate sales returns. Estimated levels of inventory in the distribution channel and projected demand are also considered for new products. YERVOY net sales of $27 million were deferred until patient infusion due to a returns policy established in the third quarter of 2011 in the U.S.

Pharmaceutical Company Fee (Pharma Fee)

In 2011, we began paying an annual non-tax-deductible fee to the federal government based on an allocation of our market share of branded prior year sales to certain government programs including Medicare, Medicaid, Department of Veterans Affairs, Department of Defense and TRICARE. The 2011 Pharma fee amount will not be finalized until 2012 and preliminary funding in 2011 was based on information that is on a one-year lag. The Pharma fee is calculated based on market data of the Company as well as other industry participants for which the Company does not have full visibility. This fee is classified for financial reporting purposes as an operating expense.

Use of information from external sources

We use information from external sources to estimate gross-to-net sales adjustments. Our estimate of inventory at the wholesalers are based on the projected prescription demand-based sales for our products and historical inventory experience, as well as our analysis of third-party information, including written and oral information obtained from certain wholesalers with respect to their inventory levels and sell-through to customers and third-party market research data, and our internal information. The inventory information received from wholesalers is a product of their recordkeeping process and excludes inventory held by intermediaries to whom they sell, such as retailers and hospitals.

We have also continued the practice of combining retail and mail prescription volume on a retail-equivalent basis. We use this methodology for internal demand forecasts. We also use information from external sources to identify prescription trends, patient demand and average selling prices. Our estimates are subject to inherent limitations of estimates that rely on third-party information, as certain third-party information was itself in the form of estimates, and reflect other limitations including lags between the date as of which third-party information is generated and the date on which we receive third-party information.

Retirement Benefits

Pension and postretirement benefit plans are accounted for using actuarial valuations that include key assumptions for discount rates and expected long-term rates of return on plan assets. In consultation with our actuaries, these key assumptions and others such as salary growth, retirement, turnover, healthcare trends and mortality rates are evaluated and selected based on expectations or actual experience during each remeasurement date. Pension expense could vary within a range of outcomes and have a material effect on reported earnings, projected benefit obligations and future cash funding. Actual results in any given year may differ from those estimated because of economic and other factors.

The yield on high quality corporate bonds that coincides with the cash flows of the plans estimated payouts is used in determining the discount rate. The Citigroup Pension Discount curve is used for the U.S. plans. The U.S. plans pension expense for 2011 was determined using a 5.25% weighted-average discount rate. The present value of benefit obligations at December 31, 2011 for the U.S. plans was determined using a 4.25% discount rate. If the discount rate used in determining the U.S. plans pension expense for 2011 had been reduced by 1%, such expense would have increased by approximately $16 million. If the assumed discount rate used in determining the projected benefit obligation at December 31, 2011 had been reduced by 1%, the projected benefit obligation would have increased by approximately $1.1 billion.

The expected long-term rate of return on plan assets is estimated considering expected returns for individual asset classes with input from external advisors. We also consider long-term historical returns including actual performance compared to benchmarks for similar investments. The U.S. plans pension expense for 2011 was determined using an 8.75% expected long-term rate of return on plan assets. If the expected long-term rate of return on plan assets used in determining the U.S. plans pension expense for 2011 had been reduced by 1%, such expense would have increased by $42 million.

For a more detailed discussion on retirement benefits, see Item 8. Financial Statements Note 19. Pension, Postretirement and Postemployment Liabilities.

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Business Combinations

Assets acquired and liabilities assumed are recognized at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recognized as goodwill. When determining the fair value of intangible assets, including IPRD, we typically use the income method. This method starts with a forecast of all of the expected future net cash flows which are risk adjusted based on estimated probabilities of technical and regulatory success and are then adjusted to present value by applying an appropriate discount rate that reflects the risk associated with the cash flow streams. All assets are valued from a market participant view. The following approaches are utilized for specific intangible assets acquired:

IPRD values where we have a pre-existing relationship with the acquiree, we consider the terms of the respective collaboration arrangement including cost and profit sharing splits. The project s unit of account is typically a global view and would consider all potential jurisdictions and indications.

Technology related to specific platforms is valued based upon the expected annual number of antibodies achieving an early candidate nomination status.

Technology for commercial products is valued utilizing the multi-period excess-earnings method of the income approach under the premise that the value of the intangible asset is equal to the present value of the after-tax cash flows solely attributed to the intangible asset.

Licenses are valued utilizing a discounted cash flow method based on estimates of future risk-adjusted milestone and royalty payments projected to be earned over the respective products estimated economic term.

Some of the more significant estimates and assumptions include:

Estimates of projected cash flows Cash flow projections represent those that would be realizable by a market participant purchaser. For IPRD, we assume initial positive cash flows to commence shortly after the receipt of expected regulatory approvals which typically may not occur for a number of years. Actual cash flows attributed to the project are likely to be different than those assumed since projections are subjected to multiple factors including trial results and regulatory matters which could materially change the respective IPRDs ultimate commercial success as well as significantly alter the costs to develop the respective IPRD into commercially viable products.

Probability to Regulatory Success (PTRS) Rate PTRS rates are based upon industry averages considering the respective IPRD s development stage and sought after disease indications adjusted for specific information or data known about the IPRD at the time of the acquisition. Subsequent clinical results or other internal or external data obtained could alter the PTRS rate which can materially impact the intangible value.

Discount rate We select a discount rate that measures the risks inherent in the future cash flows; the assessment of the asset s life cycle and the competitive trends impacting the asset, including consideration of any technical, legal, regulatory, or economic barriers to entry, as well as expected changes in standards of practice for indications addressed by the asset.

Useful life Determining the useful life of an intangible asset is based upon the period over which it is expected to contribute to future cash flows. All pertinent matters associated with the asset and the environment for which it operates are considered, including, legal, regulatory or contractual provisions as well as the effects of any obsolescence, demand, competition, and other economic factors.

See Item 8. Financial Statements Note 4. Acquisitions for specific details and values assigned to assets acquired and liabilities assumed in our acquisitions of Amira on September 7, 2011, ZymoGenetics on October 12, 2010 and Medarex on September 1, 2009. Significant estimates utilized at the time of the valuations to support the fair values of the lead compounds within the acquisitions include:

Dollars in Millions	Fair value	Discount rate utilized	Phase of Development as of acquisition date	PTRS Rate utilized	Year of first projected positive cash flow
Amira - AM152	$ 160	12.5%	Phase II	12.5%	2020
ZymoGenetics pegylated-interferon lambda	310	13.5%	Phase IIb	47.6%	2015
Medarex - YERVOY	1,046	12.0%	Phase III	36.2%	2011

Impairment

Goodwill

Goodwill is tested at least annually for impairment using a two-step process. The first step is to identify a potential impairment, and the second step measures the amount of the impairment loss, if any. Goodwill is considered impaired if the carrying amount of a reporting unit s goodwill exceeds its estimated fair value. Geographical reporting units are aggregated for impairment testing purposes. Based upon our most recent annual impairment test completed during the first quarter of 2011, the fair value of goodwill is substantially in excess of the related carrying value.

For discussion on goodwill, acquired in-process research and development and other intangible assets, see Item 8. Financial Statements Note 1. Accounting Policies Goodwill, Acquired In-Process Research and Development and Other Intangible Assets.

Indefinite-Lived Intangible Assets, including IPRD

Indefinite-lived intangible assets not subject to amortization are tested for impairment annually, or more frequently, if events or changes in circumstances indicate that the asset might be impaired. We consider various factors including the stage of development, current legal and regulatory environment and the competitive landscape. Adverse trial results, significant delays in obtaining marketing approval, and the inability to bring the respective product to market could result in the related intangible assets to be partially or fully impaired. For commercialized products, the inability to meet sales forecasts could result in the related intangible assets to be partially or fully impaired.

Considering the industry s success rate of bringing developmental compounds to market, IPRD impairment charges may occur in future periods. We recognized charges of $28 million in 2011 and $10 million in 2010 related to three Medarex projects for which development has ceased.

Contingencies

In the normal course of business, we are subject to contingencies, such as legal proceedings and claims arising out of our business, that cover a wide range of matters, including, among others, government investigations, shareholder lawsuits, product and environmental liability, contractual claims and tax matters. We recognize accruals for such contingencies when it is probable that a liability will be incurred and the amount of the loss can be reasonably estimated. These estimates are subject to uncertainties that are difficult to predict and, as such, actual results could vary from these estimates.

For discussions on contingencies, see Item 8. Financial Statements Note 1. Accounting Policies Contingencies, Note 8. Income Taxes and N 22. Legal Proceedings and Contingencies.

Income Taxes

Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. The assessment of whether or not a valuation allowance is required often requires significant judgment including the long-range forecast of future taxable income and the evaluation of tax planning initiatives. These judgments are subject to change. Adjustments to the deferred tax valuation allowances are made to earnings in the period when such assessments are made. Our deferred tax assets were $3.2 billion, net of valuation allowances of $3.9 billion at December 31, 2011 and $3.1 billion, net of valuation allowances of $1.9 billion at December 31, 2010.

We recognized deferred tax assets at December 31, 2011 related to a U.S. Federal net operating loss carryforward of $251 million and a U.S. Federal research and development tax credit carryforward of $109 million. The net operating loss carryforward expires in varying amounts beginning in 2022. The research and development tax credit carryforwards expire in varying amounts beginning in 2018. The realization of these carryforwards is dependent on generating sufficient domestic-sourced taxable income prior to their expiration. Although realization is not assured, we believe it is more likely than not that these deferred tax assets will be realized.

We do not provide for taxes on undistributed earnings of foreign subsidiaries that are expected to be reinvested indefinitely offshore. During 2010, the Company completed an internal reorganization of certain legal entities which contributed to a $207 million tax charge recognized in the fourth quarter of 2010. It is possible that U.S. tax authorities could assert additional material tax liabilities arising from the reorganization. If such assertion were to occur, the Company would vigorously challenge any such assertion and believes it would prevail; however there can be no assurance of such a result.

Prior to the Mead Johnson split-off the following transactions occurred: (i) an internal spin-off of Mead Johnson shares while still owned by us; (ii) conversion of Mead Johnson Class B shares to Class A shares; and; (iii) conversion of Mead Johnson & Company to a limited liability company. These transactions as well as the split-off of Mead Johnson through the exchange offer should qualify as tax-exempt transactions under the Internal Revenue Code based upon a private letter ruling received from the Internal Revenue Service related to the conversion of Mead Johnson Class B shares to Class A shares, and outside legal opinions. We have relied upon certain assumptions, representations and covenants by Mead Johnson regarding the future conduct of its business and other matters which could effect the tax treatment of the exchange. For example, the current tax law generally creates a presumption that the exchange would be taxable to us, if Mead Johnson or its shareholders were to engage in transactions that result in a 50% or greater change in its stock ownership during a four year period beginning two years before the exchange offer, unless it is established that the exchange offer were not part of a plan or series of related transactions to effect such a change in ownership. If the internal spin-off or exchange offer were determined not to qualify as a tax exempt transaction, we could be subject to tax as if the exchange was a taxable sale by us at market value.

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In addition, we had a negative basis or excess loss account (ELA) in our investment in stock of Mead Johnson prior to these transactions. We received an opinion from outside legal counsel to the effect that it is more likely than not that we eliminated the ELA as part of these transactions and do not have taxable income with respect to the ELA. The tax law in this area is complex and it is possible that even if the internal spin-off and the exchange offer is tax exempt under the Internal Revenue Code, the IRS could assert that we have additional taxable income for the period with respect to the ELA. We could be exposed to additional taxes if this were to occur. Based upon our understanding of the Internal Revenue Code and opinion from outside legal counsel, a tax reserve of $244 million was established reducing the gain on disposal of Mead Johnson included in discontinued operations.

We agreed to certain tax related indemnities with Mead Johnson as set forth in the tax sharing agreement. For example, Mead Johnson has agreed to indemnify us for potential tax effects resulting from the breach of certain representations discussed above as well as certain transactions related to the acquisition of Mead Johnson s stock or assets. We have agreed to indemnify Mead Johnson for certain taxes related to its business prior to the completion of the IPO and created as part of the restructuring to facilitate the IPO.

We established liabilities for possible assessments by tax authorities resulting from known tax exposures including, but not limited to, transfer pricing matters, tax credits and deductibility of certain expenses. Such liabilities represent a reasonable provision for taxes ultimately expected to be paid and may need to be adjusted over time as more information becomes known.

For discussions on income taxes, see Item 8. Financial Statements Note 1. Accounting Policies Income Taxes and Note 8. Income Taxes.

Special Note Regarding Forward-Looking Statements

This annual report on Form 10-K (including documents incorporated by reference) and other written and oral statements we make from time to time contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by the fact they use words such as should , expect , anticipate , estimate , target , may , project , guidance , intend , plan , believe and other words and terms of similar meaning a connection with any discussion of future operating or financial performance. One can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations. These statements are likely to relate to, among other things, our goals, plans and projections regarding our financial position, results of operations, cash flows, market position, product development, product approvals, sales efforts, expenses, performance or results of current and anticipated products and the outcome of contingencies such as legal proceedings and financial results, which are based on current expectations that involve inherent risks and uncertainties, including internal or external factors that could delay, divert or change any of them in the next several years. We have included important factors in the cautionary statements included in this Annual Report on Form 10-K, particularly under Item 1A. Risk Factors, that we believe could cause actual results to differ materially from any forward-looking statement.

Although we believe we have been prudent in our plans and assumptions, no assurance can be given that any goal or plan set forth in forward-looking statements can be achieved and readers are cautioned not to place undue reliance on such statements, which speak only as of the date made. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of new information, future events or otherwise.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to market risk due to changes in currency exchange rates and interest rates. As a result, certain derivative financial instruments are used when available on a cost-effective basis to hedge our underlying economic exposure. All of our financial instruments, including derivatives, are subject to counterparty credit risk which we consider as part of the overall fair value measurement. Derivative financial instruments are not used for trading purposes.

Foreign Exchange Risk

A significant portion of our revenues, earnings and cash flow is exposed to changes in foreign currency rates. Our primary net foreign currency translation exposures are the euro, Japanese yen, Canadian dollar, Chinese renminbi and Australian dollar. Foreign currency forward contracts are used to manage foreign exchange risk that primarily arises from certain intercompany purchase transactions and we designate these derivative instruments as foreign currency cash flow hedges when appropriate. In addition, we are exposed to foreign exchange transaction risk that arises from non-functional currency denominated assets and liabilities and earnings denominated in non-U.S. dollar currencies. Foreign currency forward contracts are used to offset a portion of these exposures and are not designated as hedges. Changes in the fair value of these derivatives are recognized in earnings as incurred.

We estimate that a 10% appreciation in the underlying currencies being hedged from their levels against the U.S. dollar at December 31, 2011, with all other variables held constant, would decrease the fair value of foreign exchange forward contracts held at December 31, 2011 by $177 million and, if realized, would negatively affect earnings over the remaining life of the contracts.

We are also exposed to translation risk on non-U.S. dollar-denominated net assets. Non-U.S. dollar borrowings are used to hedge the foreign currency exposures of our net investment in certain foreign affiliates and are designated as hedges of net investments. The effective portion of foreign exchange gains or losses on these hedges is recognized as part of the foreign currency translation component of accumulated OCI. If our net investment were to fall below the equivalent value of the euro debt borrowings, the change in the remeasurement basis of the debt would be subject to recognition in income as changes occur. For additional information, see Item 8. Financial Statements Note 10. Financial Instruments.

Interest Rate Risk

Fixed-to-floating interest rate swaps are used and designated as fair-value hedges as part of our interest rate risk management strategy. The swaps are intended to provide us with an appropriate balance of fixed and floating rate debt. We estimate that an increase of 100 basis points in short-term or long-term interest rates would decrease the fair value of our interest rate swaps by $64 million, excluding the effects of our counterparty and our own credit risk and, if realized, would affect earnings over the remaining life of the swaps.

Our marketable securities are subject to changes in fair value as a result of interest rate fluctuations and other market factors. Our policy is to invest only in institutions that meet high credit quality standards. We estimate that an increase of 100 basis points in interest rates in general would decrease the fair value of our debt security portfolio by approximately $66 million.

Credit Risk

Our exposure to European sovereign-backed trade receivables is not material as we continue to limit our credit exposure in certain countries more significantly impacted by the sovereign debt crisis in Europe. We have identified government-backed entities with a higher risk of default by monitoring social and economic factors including credit ratings, credit-default swap rates and debt-to-gross domestic product ratios. Although not material, we have provided additional bad debt reserves in Italy, Greece, Portugal and Spain. We also defer an immaterial amount of revenues from certain government-backed entities in Greece, Portugal and Spain as collections are not reasonably assured. We periodically sell certain non-U.S. trade receivables as a means to reduce collectability risk. Our sales agreements do not provide for recourse in the event of uncollectibility and we do not retain interest in the underlying asset once sold. The volume of trade receivables sold in Italy, Portugal, and Spain may not be sustainable in future years due to the ongoing European sovereign debt crisis.

We monitor our investments with counterparties with the objective of minimizing concentrations of credit risk. Our investment policy places limits on the amount and time to maturity of investments with any individual counterparty. The policy also requires that investments are made primarily with highly rated corporate, financial, U.S. government and government supported institutions.

The use of derivative instruments exposes us to credit risk. When the fair value of a derivative instrument contract is positive, we are exposed to credit risk if the counterparty fails to perform. When the fair value of a derivative instrument contract is negative, the counterparty is exposed to credit risk if we fail to perform our obligation. Under the terms of the agreements, posting of collateral is not required by any party whether derivatives are in an asset or liability position. We have a policy of diversifying derivatives with counterparties to mitigate the overall risk of counterparty defaults. For additional information, see Item 8. Financial Statements Note 10. Financial Instruments.

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BRISTOL-MYERS SQUIBB COMPANY

CONSOLIDATED STATEMENTS OF EARNINGS

Dollars and Shares in Millions, Except Per Share Data

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

	Year Ended December 31,		
	2011	**2010**	**2009**
EARNINGS			
Net Sales	$ 21,244	$ 19,484	$ 18,808
Cost of products sold	5,598	5,277	5,140
Marketing, selling and administrative	4,203	3,686	3,946
Advertising and product promotion	957	977	1,136
Research and development	3,839	3,566	3,647
Provision for restructuring	116	113	136
Litigation expense, net		(19)	132
Equity in net income of affiliates	(281)	(313)	(550)
Other (income)/expense	(169)	126	(381)
Total Expenses	14,263	13,413	13,206
Earnings from Continuing Operations Before Income Taxes	6,981	6,071	5,602
Provision for income taxes	1,721	1,558	1,182
Net Earnings from Continuing Operations	5,260	4,513	4,420
Discontinued Operations:			
Earnings, net of taxes			285
Gain on disposal, net of taxes			7,157
Net Earnings from Discontinued Operations			7,442
Net Earnings	5,260	4,513	11,862
Net Earnings Attributable to Noncontrolling Interest	1,551	1,411	1,250
Net Earnings Attributable to Bristol-Myers Squibb Company	$ 3,709	$ 3,102	$ 10,612
Amounts Attributable to Bristol-Myers Squibb Company:			
Net Earnings from Continuing Operations	$ 3,709	$ 3,102	$ 3,239
Net Earnings from Discontinued Operations			7,373
Net Earnings Attributable to Bristol-Myers Squibb Company	$ 3,709	$ 3,102	$ 10,612
Earnings per Common Share from Continuing Operations Attributable to Bristol-Myers Squibb Company:			
Basic	$ 2.18	$ 1.80	$ 1.63
Diluted	$ 2.16	$ 1.79	$ 1.63

Earnings per Common Share Attributable to Bristol-Myers Squibb Company:			
Basic	$ 2.18	$ 1.80	$ 5.35
Diluted	$ 2.16	$ 1.79	$ 5.34
Dividends declared per common share	$ 1.33	$ 1.29	$ 1.25

The accompanying notes are an integral part of these consolidated financial statements.

BRISTOL-MYERS SQUIBB COMPANY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Dollars in Millions

	Year Ended December 31,		
	2011	**2010**	**2009**
COMPREHENSIVE INCOME			
Net Earnings	$ 5,260	$ 4,513	$ 11,862
Other Comprehensive Income/(Loss):			
Foreign currency translation	(27)	37	159
Foreign currency translation reclassified to net earnings due to business divestitures			(40)
Foreign currency translation on net investment hedges	11	84	(38)
Derivatives qualifying as cash flow hedges, net of taxes of $(4) in 2011, $(3) in 2010 and $9 in 2009	24	15	(19)
Derivatives qualifying as cash flow hedges reclassified to net earnings, net of taxes of $(20) in 2011, $5 in 2010 and $5 in 2009	32	(5)	(27)
Derivatives reclassified to net earnings due to business divestitures, net of taxes of $(1) in 2009			2
Pension and postretirement benefits, net of taxes of $421 in 2011, $66 in 2010 and $41 in 2009	(830)	(88)	(115)
Pension and postretirement benefits reclassified to net earnings, net of taxes of $(38) in 2011, $(44) in 2010 and $(49) in 2009	88	83	109
Pension and postretirement benefits reclassified to net earnings due to business divestitures, net of taxes of $(62) in 2009			106
Available for sale securities, net of taxes of $(7) in 2011, $(3) in 2010 and $(4) in 2009	28	44	35
Available for sale securities reclassified to net earnings, net of taxes of $(3) in 2009			6
Total Other Comprehensive Income/(Loss)	(674)	170	178
Comprehensive Income	4,586	4,683	12,040
Comprehensive Income Attributable to Noncontrolling Interest	1,558	1,411	1,260
Comprehensive Income Attributable to Bristol-Myers Squibb Company	$ 3,028	$ 3,272	$ 10,780

The accompanying notes are an integral part of these consolidated financial statements.

BRISTOL-MYERS SQUIBB COMPANY

CONSOLIDATED BALANCE SHEETS

Dollars in Millions, Except Share and Per Share Data

	December 31, 2011	2010
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 5,776	$ 5,033
Marketable securities	2,957	2,268
Receivables	3,743	3,480
Inventories	1,384	1,204
Deferred income taxes	1,200	1,036
Prepaid expenses and other	258	252
Total Current Assets	15,318	13,273
Property, plant and equipment	4,521	4,664
Goodwill	5,586	5,233
Other intangible assets	3,124	3,370
Deferred income taxes	688	850
Marketable securities	2,909	2,681
Other assets	824	1,005
Total Assets	$ 32,970	$ 31,076
LIABILITIES		
Current Liabilities:		
Short-term borrowings	$ 115	$ 117
Accounts payable	2,603	1,983
Accrued expenses	2,791	2,740
Deferred income	337	402
Accrued rebates and returns	1,170	857
U.S. and foreign income taxes payable	167	65
Dividends payable	597	575
Total Current Liabilities	7,780	6,739
Pension, postretirement and postemployment liabilities	2,017	1,297
Deferred income	866	895
U.S. and foreign income taxes payable	573	755
Other liabilities	491	424
Long-term debt	5,376	5,328
Total Liabilities	17,103	15,438
Commitments and contingencies (Note 22)		
EQUITY		
Bristol-Myers Squibb Company Shareholders Equity:		
Preferred stock, $2 convertible series, par value $1 per share: Authorized 10 million shares; issued and outstanding 5,268 in 2011 and 5,269 in 2010, liquidation value of $50 per share		

Common stock, par value of $0.10 per share: Authorized 4.5 billion shares; 2.2 billion issued in both 2011 and 2010	220	220
Capital in excess of par value of stock	3,114	3,682
Accumulated other comprehensive loss	(3,045)	(2,371)
Retained earnings	33,069	31,636
Less cost of treasury stock 515 million common shares in 2011 and 501 million in 2010	(17,402)	(17,454)
Total Bristol-Myers Squibb Company Shareholders Equity	15,956	15,713
Noncontrolling interest	(89)	(75)
Total Equity	15,867	15,638
Total Liabilities and Equity	$ 32,970	$ 31,076

The accompanying notes are an integral part of these consolidated financial statements.

BRISTOL-MYERS SQUIBB COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS

Dollars in Millions

	Year Ended December 31,		
	2011	**2010**	**2009**
Cash Flows From Operating Activities:			
Net earnings	$ 5,260	$ 4,513	$ 11,862
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Net earnings attributable to noncontrolling interest	(1,551)	(1,411)	(1,250)
Depreciation	448	473	469
Amortization	353	271	238
Deferred income tax expense	415	422	163
Stock-based compensation expense	161	193	183
Impairment charges	28	228	
Gain related to divestitures of discontinued operations			(7,275)
Other adjustments	(147)	(32)	(367)
Changes in operating assets and liabilities:			
Receivables	(220)	(270)	227
Inventories	(193)	156	82
Accounts payable	593	315	472
Deferred income	(115)	117	135
U.S. and foreign income taxes payable	(134)	(236)	58
Other	(58)	(248)	(932)
Net Cash Provided by Operating Activities	4,840	4,491	4,065
Cash Flows From Investing Activities:			
Proceeds from sale and maturities of marketable securities	5,960	3,197	2,075
Purchases of marketable securities	(6,819)	(5,823)	(3,489)
Additions to property, plant and equipment and capitalized software	(367)	(424)	(730)
Proceeds from sale of businesses and other investing activities	149	67	557
Mead Johnson s cash at split-off			(561)
Purchase of businesses, net of cash acquired	(360)	(829)	(2,232)
Net Cash Used in Investing Activities	(1,437)	(3,812)	(4,380)
Cash Flows From Financing Activities:			
Short-term debt repayments	(1)	(33)	(26)
Long-term debt borrowings		6	1,683
Long-term debt repayments	(78)	(936)	(212)
Interest rate swap terminations	296	146	194
Issuances of common stock	601	252	45
Common stock repurchases	(1,221)	(576)	
Dividends paid	(2,254)	(2,202)	(2,483)
Proceeds from Mead Johnson initial public offering			782
Net Cash Used in Financing Activities	(2,657)	(3,343)	(17)
Effect of Exchange Rates on Cash and Cash Equivalents	(3)	14	39
Increase/(Decrease) in Cash and Cash Equivalents	743	(2,650)	(293)
Cash and Cash Equivalents at Beginning of Year	5,033	7,683	7,976

Cash and Cash Equivalents at End of Year	$ 5,776	$ 5,033	$ 7,683

The accompanying notes are an integral part of these consolidated financial statements.

Note 1. ACCOUNTING POLICIES

Basis of Consolidation

The consolidated financial statements, prepared in conformity with United States (U.S.) generally accepted accounting principles (GAAP), include the accounts of Bristol-Myers Squibb Company (which may be referred to as Bristol-Myers Squibb, BMS, or the Company) and all of its controlled majority-owned subsidiaries. All intercompany balances and transactions have been eliminated. Material subsequent events are evaluated and disclosed through the report issuance date.

Codevelopment, cocommercialization and license arrangements are entered into with other parties for various therapeutic areas, with terms including upfront licensing and contingent payments. These arrangements are assessed to determine whether the terms give economic or other control over the entity, which may require consolidation of the entity. Entities that are consolidated because they are controlled by means other than a majority voting interest are referred to as variable interest entities. Arrangements with material variable interest entities, including those associated with these codevelopment, cocommercialization and license arrangements, were determined not to exist.

Use of Estimates

The preparation of financial statements requires the use of management estimates and assumptions that are based on complex judgments. The most significant assumptions are employed in estimates used in determining the fair value of intangible assets, restructuring charges and accruals, sales rebate and return accruals, including those related to U.S. healthcare reform, legal contingencies, tax assets and tax liabilities, stock-based compensation expense, pension and postretirement benefits (including the actuarial assumptions, see Note 19. Pension, Postretirement and Postemployment Liabilities), fair value of financial instruments with no direct or observable market quotes, inventory obsolescence, potential impairment of long-lived assets, allowances for bad debt, as well as in estimates used in applying the revenue recognition policy. New discounts under the 2010 U.S. healthcare reform law, such as the Medicare coverage gap and managed Medicaid require additional assumptions due to the lack of historical claims experience. In addition, the new pharmaceutical company fee estimate is subject to external data as well as a calculation based on the Company s relative share of industry results. Actual results may differ from estimated results.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, the sales price is fixed and determinable, collectability is reasonably assured and title and substantially all of the risks and rewards of ownership have transferred, which is generally at time of shipment. However, certain sales made by non-U.S. businesses are recognized on the date of receipt by the purchaser. See Note 3. Alliances and Collaborations for further discussion of revenue recognition related to alliances. Provisions are made at the time of revenue recognition for expected sales returns, discounts, rebates and estimated sales allowances based on historical experience updated for changes in facts and circumstances including the impact of new legislation. Such provisions are recognized as a reduction of revenue.

In limited circumstances, where a new product is not an extension of an existing line of product or no historical experience with products in a similar therapeutic category exists, revenue is deferred until the right of return no longer exists or sufficient historical experience to estimate sales returns is developed.

Income Taxes

The provision for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the financial and tax basis of assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. Valuation allowances are recognized to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. The assessment of whether or not a valuation allowance is required often requires significant judgment including the long-range forecast of future taxable income and the evaluation of tax planning initiatives. Adjustments to the deferred tax valuation allowances are made to earnings in the period when such assessments are made.

Cash and Cash Equivalents

Cash and cash equivalents consist of U.S. Treasury securities, government agency securities, bank deposits, time deposits and money market funds. Cash equivalents consist of highly liquid investments with original maturities of three months or less at the time of purchase and are recognized at cost, which approximates fair value.

Marketable Securities and Investments in Other Companies

All marketable securities were classified as available-for-sale on the date of purchase and were reported at fair value at December 31, 2011 and 2010. Fair value is determined based on observable market quotes or valuation models using assessments of counterparty credit worthiness, credit default risk or underlying security and overall capital market liquidity. Declines in fair value considered other than temporary are charged to earnings and those considered temporary are reported as a component of accumulated other comprehensive income (OCI) in shareholders equity. Declines in fair value determined to be credit related are charged to earnings. An average cost method is used in determining realized gains and losses on the sale of available-for-sale securities.

Investments in 50% or less owned companies for which the ability to exercise significant influence is maintained are accounted for using the equity method of accounting. The share of net income or losses of equity investments is included in equity in net income of affiliates in the consolidated statements of earnings. Equity investments are reviewed for impairment by assessing if the decline in market value of the investment below the carrying value is other than temporary, which considers the intent and ability to retain the investment, the length of time and extent to which the market value has been less than cost, and the financial condition of the investee.

Inventory Valuation

Inventories are stated at the lower of average cost or market.

Property, Plant and Equipment and Depreciation

Expenditures for additions, renewals and improvements are capitalized at cost. Depreciation is computed on a straight-line method based on the estimated useful lives of the related assets. The estimated useful lives of depreciable assets range from 20 to 50 years for buildings and 3 to 20 years for machinery, equipment, and fixtures.

Impairment of Long-Lived Assets

Current facts or circumstances are periodically evaluated to determine if the carrying value of depreciable assets to be held and used may not be recoverable. If such circumstances exist, an estimate of undiscounted future cash flows generated by the long-lived asset, or the appropriate grouping of assets, is compared to the carrying value to determine whether an impairment exists at its lowest level of identifiable cash flows. If an asset is determined to be impaired, the loss is measured based on the difference between the asset s fair value and its carrying value. An estimate of the asset s fair value is based on quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including a discounted value of estimated future cash flows. Long-lived assets held for sale are reported at the lower of its carrying value or its estimated net realizable value.

Capitalized Software

Certain costs to obtain internal use software for significant systems projects are capitalized and amortized over the estimated useful life of the software. Costs to obtain software for projects that are not significant are expensed as incurred.

Business Combinations

Businesses acquired are included in the consolidated financial statements upon obtaining control of the acquiree. Assets acquired and liabilities assumed are recognized at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recognized as goodwill. Legal costs, audit fees, business valuation costs, and all other business acquisition costs are expensed when incurred.

Goodwill, Acquired In-Process Research and Development and Other Intangible Assets

Goodwill is tested for impairment annually using a two-step process. The first step identifies a potential impairment, and the second step measures the amount of the impairment loss, if any. Goodwill is impaired if the carrying amount of a reporting unit s goodwill exceeds its estimated fair value. Geographical reporting units were aggregated for impairment testing purposes. The annual goodwill impairment assessment was completed in the first quarter of 2011 and subsequently monitored for potential impairment in the remaining quarters of 2011, none of which indicated an impairment of goodwill.

The fair value of in-process research and development (IPRD) acquired in a business combination is determined based on the present value of each research project s projected cash flows using an income approach. Future cash flows are predominately based on the net income forecast of

each project, consistent with historical pricing, margins and expense levels of similar products. Revenues are estimated based on relevant market size and growth factors, expected industry trends, individual project life cycles and the life of each research project s underlying patent. In determining the fair value of each research project, expected revenues are first adjusted for probability to regulatory success. The resulting cash flows are then discounted at a rate approximating the Company s weighted-average cost of capital.

IPRD is initially capitalized and considered indefinite-lived assets subject to annual impairment reviews or more often upon the occurrence of certain events. The review requires the determination of the fair value of the respective intangible assets. If the fair value of the intangible assets is less than its carrying value, an impairment loss is recognized for the difference. For those compounds that reach commercialization, the assets are amortized over the expected useful lives.

Patents/trademarks, licenses and technology are amortized on a straight-line basis over their estimated useful lives, are monitored for impairment triggers, and are considered impaired if their net carrying value exceeds their estimated fair value.

Restructuring

Restructuring charges are recognized as a result of actions to streamline operations and rationalize manufacturing facilities. Judgment is used when estimating the impact of restructuring plans, including future termination benefits and other exit costs to be incurred when the actions take place. Actual results could vary from these estimates.

Contingencies

Loss contingencies from legal proceedings and claims may occur from a wide range of matters, including, government investigations, shareholder lawsuits, product and environmental liability, contractual claims and tax matters. Accruals are recognized when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. Gain contingencies are not recognized until realized. Legal fees are expensed as incurred.

Derivative Financial Instruments

Derivative financial instruments are used principally in the management of interest rate and foreign currency exposures and are not held or issued for trading purposes.

Derivative instruments are recognized at fair value. Changes in a derivative s fair value are recognized in earnings unless specific hedge criteria are met. If the derivative is designated as a fair value hedge, changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings. If the derivative is designated as a cash flow hedge, the effective portions of changes in the fair value of the derivative are reported in accumulated other comprehensive income (OCI) and subsequently recognized in earnings when the hedged item affects earnings. Cash flows are classified consistent with the underlying hedged item.

Derivatives are designated and assigned as hedges of forecasted transactions, specific assets or specific liabilities. When hedged assets or liabilities are sold or extinguished or the forecasted transactions being hedged are no longer probable to occur, a gain or loss is immediately recognized on the designated hedge in earnings.

Non-derivative instruments are also designated as hedges of net investments in foreign affiliates. These non-derivative instruments are mainly euro denominated long-term debt. The effective portion of the designated non-derivative instrument is recognized in the foreign currency translation section of OCI and the ineffective portion is recognized in earnings.

Shipping and Handling Costs

Shipping and handling costs are included in marketing, selling and administrative expenses and were $139 million in 2011, $135 million in 2010 and $208 million in 2009, of which $68 million in 2009 was included in discontinued operations.

Advertising and Product Promotion Costs

Advertising and product promotion costs are expensed as incurred.

Foreign Currency Translation

Foreign subsidiary earnings are translated into U.S. dollars using average exchange rates. The net assets of foreign subsidiaries are translated into U.S. dollars using current exchange rates. The U.S. dollar effects that arise from translating the net assets of these subsidiaries at changing rates are recognized in OCI. The net assets of subsidiaries in highly inflationary economies are remeasured as if the functional currency were the reporting currency. The remeasurement is recognized in earnings.

Research and Development

Research and development costs are expensed as incurred. Clinical study costs are accrued over the service periods specified in the contracts and adjusted as necessary based upon an ongoing review of the level of effort and costs actually incurred. Strategic alliances with third parties provide rights to develop, manufacture, market and/or sell pharmaceutical products, the rights to which are owned

by the other party. Certain research and development payments to alliance partners are contingent upon the achievement of certain pre-determined criteria. Milestone payments achieved prior to regulatory approval of the product are expensed as research and development. Milestone payments made in connection with regulatory approvals are capitalized and amortized to cost of products sold over the remaining useful life of the asset. Capitalized milestone payments are tested for recoverability periodically or whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. Research and development is recognized net of reimbursements in connection with collaboration agreements.

Upfront licensing and milestone receipts obtained during development are deferred and amortized over the estimated life of the product in other income. If the Company has no future obligation for development, upfront licensing and milestone receipts are recognized immediately in other income. The amortization period of upfront licensing and milestone receipts for each new or materially modified arrangement after January 1, 2011 is assessed and determined after considering the terms of such arrangements.

Recently Issued Accounting Standards

In January 2011, a new revenue recognition standard was adopted for new or materially modified revenue arrangements with upfront licensing fees and contingent milestones relating to research and development deliverables. The guidance provides principles and application guidance on whether multiple deliverables exist, how the arrangement should be separated and the consideration allocated. The adoption of this standard did not impact the consolidated financial statements.

In September 2011, the FASB amended its guidance for goodwill impairment testing. The amendment allows entities to first assess qualitative factors in determining whether or not the fair value of a reporting unit exceeds its carrying value. If an entity concludes from this qualitative assessment that it is more likely than not that the fair value of a reporting unit exceeds its carrying value, then performing a two-step impairment test is unnecessary. This standard is effective for fiscal years beginning after December 15, 2011 and is not expected to have an impact on the consolidated financial statements.

Note 2. BUSINESS SEGMENT INFORMATION

BMS operates in a single segment engaged in the discovery, development, licensing, manufacturing, marketing, distribution and sale of innovative medicines that help patients prevail over serious diseases. A global research and development organization and a global supply chain organization are utilized and responsible for the development and delivery of products to the market. Products are distributed and sold through regional organizations that serve the United States; Europe; Latin America, Middle East and Africa; Japan, Asia Pacific and Canada; and Emerging Markets defined as Brazil, Russia, India, China and Turkey. The business is also supported by global corporate staff functions. The segment information presented below is consistent with the financial information regularly reviewed by the chief operating decision maker, the chief executive officer, for purposes of evaluating performance, allocating resources, setting incentive compensation targets, and planning and forecasting future periods.

Products are sold principally to wholesalers, and to a lesser extent, directly to distributors, retailers, hospitals, clinics, government agencies and pharmacies. Gross sales to the three largest pharmaceutical wholesalers in the U.S. as a percentage of total gross sales were as follows:

	2011	2010	2009
McKesson Corporation	26%	24%	25%
Cardinal Health, Inc.	21%	21%	20%
AmerisourceBergen Corporation	16%	16%	15%

Selected geographic area information was as follows:

	Net Sales			Property, Plant and Equipment	
Dollars in Millions	2011	2010	2009	2011	2010
United States	$ 13,845	$ 12,613	$ 11,867	$ 3,032	$ 3,119
Europe	3,667	3,448	3,625	884	922
Japan, Asia Pacific and Canada	1,862	1,651	1,522	18	20
Latin America, Middle East and Africa	894	856	843	534	557
Emerging Markets	887	804	753	53	46
Other	89	112	198		

Total	$ 21,244	$ 19,484	$ 18,808	$ 4,521	$ 4,664

Net sales of key products were as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
PLAVIX* (clopidogrel bisulfate)	$ 7,087	$ 6,666	$ 6,146
AVAPRO*/AVALIDE* (irbesartan/irbesartan-hydrochlorothiazide)	952	1,176	1,283
ABILIFY* (aripiprazole)	2,758	2,565	2,592
REYATAZ (atazanavir sulfate)	1,569	1,479	1,401
SUSTIVA (efavirenz) Franchise	1,485	1,368	1,277
BARACLUDE (entecavir)	1,196	931	734
ERBITUX* (cetuximab)	691	662	683
SPRYCEL (dasatinib)	803	576	421
YERVOY (ipilimumab)	360		
ORENCIA (abatacept)	917	733	602
NULOJIX (belatacept)	3		
ONGLYZA/KOMBIGLYZE (saxagliptin/saxagliptin and metformin)	473	158	24
Mature Products and All Other	2,950	3,170	3,645
Net Sales	$ 21,244	$ 19,484	$ 18,808

Capital expenditures and depreciation of property, plant and equipment within the segment were as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Capital expenditures	$ 367	$ 424	$ 634
Depreciation	373	380	346

Segment income excludes the impact of significant items not indicative of current operating performance or ongoing results, and earnings attributed to Sanofi and other noncontrolling interest. The reconciliation to earnings from continuing operations before income taxes was as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Segment income	$ 5,083	$ 4,642	$ 4,492
Reconciling items:			
Provision for restructuring	(116)	(113)	(136)
Impairment and loss on sale of manufacturing operations		(236)	
Accelerated depreciation, asset impairment and other shutdown costs	(75)	(113)	(115)
Process standardization implementation costs	(29)	(35)	(110)
Gain on sale of product lines, businesses and assets	12		360
Litigation recovery/(charges)	22	19	(132)
Upfront, milestone and other licensing payments	(187)	(132)	(347)
BMS Foundation funding initiative			(100)
Other	(72)	(55)	(53)
Noncontrolling interest	2,343	2,094	1,743
Earnings from continuing operations before income taxes	$ 6,981	$ 6,071	$ 5,602

Note 3. ALLIANCES AND COLLABORATIONS

Sanofi

BMS has agreements with Sanofi for the codevelopment and cocommercialization of AVAPRO*/AVALIDE*, an angiotensin II receptor antagonist indicated for the treatment of hypertension and diabetic nephropathy, and PLAVIX*, a platelet aggregation inhibitor. The worldwide alliance operates under the framework of two geographic territories; one in the Americas (principally the U.S., Canada, Puerto Rico and Latin American countries) and Australia and the other in Europe and Asia. Accordingly, two territory partnerships were formed to manage central expenses, such as marketing, research and development and royalties, and to supply finished product to the individual countries. In general, at the country level, agreements either to copromote (whereby a partnership was formed between the parties to sell each brand) or to comarket (whereby the parties operate and sell their brands independently of each other) are in place. The agreements expire upon the expiration of all patents and other exclusivity rights in the applicable territory.

BMS acts as the operating partner and owns a 50.1% majority controlling interest in the territory covering the Americas and Australia and consolidates all country partnership results for this territory with Sanofi s 49.9% share of the results reflected as a noncontrolling interest. BMS recognizes net sales in this territory and in comarketing countries outside this territory (e.g. Germany, Italy for irbesartan only, Spain and Greece). Royalties owed to Sanofi are included in cost of products sold (other than development royalties). Sanofi acts as the operating partner and owns a 50.1% majority controlling interest in the territory covering Europe and Asia. BMS has a 49.9% ownership interest in this territory and accounts for it under the equity method. Distributions of profits relating to the partnerships are included in operating activities.

BMS and Sanofi have a separate partnership governing the copromotion of irbesartan in the U.S. BMS recognizes other income related to the amortization of deferred income associated with Sanofi s $350 million payment to BMS for their acquisition of an interest in the irbesartan license for the U.S. upon formation of the alliance. Certain supply activities and development and opt-out royalties with Sanofi are reflected on a net basis in other (income)/expense.

During the fourth quarter of 2011, BMS established an $80 million reserve related to the AVALIDE* supply disruption in early 2011 in connection with ongoing negotiations with Sanofi. The charge was included in other expense.

Summarized financial information related to this alliance is as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Territory covering the Americas and Australia:			
Net sales	$ 7,761	$ 7,464	$ 6,912
Royalty expense	1,583	1,527	1,404
Noncontrolling interest pre-tax	2,323	2,074	1,717
Profit distributions to Sanofi	(2,335)	(2,093)	(1,717)
Territory covering Europe and Asia:			
Equity in net income of affiliates	(298)	(325)	(558)
Profit distributions to BMS	283	313	554
Other:			
Net sales in Europe comarketing countries and other	279	378	517
Amortization (income)/expense irbesartan license fee	(31)	(31)	(32)
Supply activities and development and opt-out royalty (income)/expense	23	(3)	(41)

	December 31,	
Dollars in Millions	**2011**	**2010**
Investment in affiliates territory covering Europe and Asia	$ 37	$ 22
Deferred income irbesartan license fee	29	60

The following is the summarized financial information for interests in the partnerships with Sanofi for the territory covering Europe and Asia, which are not consolidated but are accounted for using the equity method:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Net sales	$ 1,469	$ 1,879	$ 2,984
Cost of products sold	811	1,047	1,510
Gross profit	658	832	1,474
Marketing, selling and administrative	75	129	219
Advertising and product promotion	15	29	68
Research and development	5	16	61
Other (income)/expense	1	(1)	
Net income	$ 562	$ 659	$ 1,126

Current assets	$ 584	$ 751	$ 1,305
Current liabilities	584	751	1,305

Cost of products sold includes discovery royalties of $184 million in 2011, $307 million in 2010 and $446 million in 2009, which are paid directly to Sanofi. All other expenses are shared based on the applicable ownership percentages. Current assets and current liabilities include approximately $400 million in 2011, $567 million in 2010 and $1.0 billion in 2009 related to receivables/payables attributed to the respective years and net cash distributions to BMS and Sanofi as well as intercompany balances between partnerships within the territory. The remaining current assets and current liabilities consist of third-party trade receivables, inventories and amounts due to BMS and Sanofi for the purchase of inventories, royalties and expense reimbursements.

Otsuka

BMS has a worldwide commercialization agreement with Otsuka Pharmaceutical Co., Ltd. (Otsuka), to codevelop and copromote ABILIFY*, for the treatment of schizophrenia, bipolar mania disorder and major depressive disorder, excluding certain Asia Pacific countries. The U.S. portion of the amended commercialization and manufacturing agreement expires upon the expected loss of product exclusivity in April 2015. The contractual share of ABILIFY* net sales recognized by BMS was 65% in 2009, 58% in 2010 and 53.5% in 2011. Beginning on January 1, 2012, the contractual share of revenue recognized by BMS was further reduced to 51.5%.

In the UK, Germany, France and Spain, BMS receives 65% of third-party net sales. In these countries and the U.S., third-party customers are invoiced by BMS on behalf of Otsuka and alliance revenue is recognized when ABILIFY* is shipped and all risks and rewards of ownership have transferred to third party customers. In certain countries where BMS is presently the exclusive distributor for the product or has an exclusive right to sell ABILIFY*, BMS recognizes all of the net sales.

BMS purchases the product from Otsuka and performs finish manufacturing for sale to third-party customers by BMS or Otsuka. Under the terms of the amended agreement, BMS paid Otsuka $400 million, which is amortized as a reduction of net sales through the expected loss of U.S. exclusivity in April 2015. The unamortized balance is included in other assets. Otsuka receives a royalty based on 1.5% of total U.S. net sales, which is included in cost of products sold. Otsuka is responsible for 30% of the U.S. expenses related to the commercialization of ABILIFY* from 2010 through 2012. Reimbursements are netted principally in marketing, selling and administrative and advertising and product promotion expenses.

Beginning January 1, 2013, and through the expected loss of U.S. exclusivity in April 2015, including an expected six month pediatric extension, BMS will receive the following percentages of U.S. annual net sales:

	Share as a % of U.S. Net Sales
$0 to $2.7 billion	50%
$2.7 billion to $3.2 billion	20%
$3.2 billion to $3.7 billion	7%
$3.7 billion to $4.0 billion	2%
$4.0 billion to $4.2 billion	1%
In excess of $4.2 billion	20%

During this period, Otsuka will be responsible for 50% of all U.S. expenses related to the commercialization of ABILIFY*.

BMS and Otsuka also entered into an oncology collaboration for SPRYCEL and IXEMPRA for the U.S., Japan and European Union (EU) markets (the Oncology Territory). A collaboration fee, classified in cost of products sold, is paid to Otsuka based on the following percentages of annual net sales of SPRYCEL and IXEMPRA in the Oncology Territory:

	% of Net Sales	
	2010 - 2012	2013 - 2020
$0 to $400 million	30%	65%
$400 million to $600 million	5%	12%
$600 million to $800 million	3%	3%
$800 million to $1.0 billion	2%	2%
In excess of $1.0 billion	1%	1%

During these periods, Otsuka contributes (i) 20% of the first $175 million of certain commercial operational expenses relating to the oncology products, and (ii) 1% of such commercial operational expenses relating to the products in the territory in excess of $175 million. Beginning in 2011, Otsuka copromotes SPRYCEL in the U.S. and Japan, and has exercised the right to copromote in the top five EU markets beginning in January 2012.

The U.S. extension and the oncology collaboration include a change-of-control provision in the case of an acquisition of BMS. If the acquiring company does not have a competing product to ABILIFY*, then the new company will assume the ABILIFY* agreement (as amended) and the oncology collaboration as it exists today. If the acquiring company has a product that competes with ABILIFY*, Otsuka can elect to request the acquiring company to choose whether to divest ABILIFY* or the competing product. In the scenario where ABILIFY* is divested, Otsuka would be obligated to acquire the rights of BMS under the ABILIFY* agreement (as amended). The agreements also provide that in the event of

a generic competitor to ABILIFY* after January 1, 2010, BMS has the option of terminating the ABILIFY* April 2009 amendment (with the agreement as previously amended remaining in force). If BMS were to exercise such option then either (i) BMS would receive a payment from Otsuka according to a pre-determined schedule and the oncology collaboration would terminate at the same time or (ii) the oncology collaboration would continue for a truncated period according to a pre-determined schedule.

For the EU, the agreement remained unchanged and will expire in June 2014. In other countries where BMS has the exclusive right to sell ABILIFY*, the agreement expires on the later of the 10th anniversary of the first commercial sale in such country or expiration of the applicable patent in such country.

In addition to the $400 million extension payment, total milestone payments made to Otsuka under the agreement through December 2011 were $217 million, of which $157 million was expensed as IPRD in 1999. The remaining $60 million was capitalized in other intangible assets and is amortized in cost of products sold over the remaining life of the original agreement in the U.S.

Summarized financial information related to this alliance is as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
ABILIFY* net sales, including amortization of extension payment	$ 2,758	$ 2,565	$ 2,592
Oncology Products collaboration fee expense	134	128	
Royalty expense	72	62	58
Reimbursement of operating expenses to/(from) Otsuka	(88)	(101)	
Amortization (income)/expense extension payment	66	66	49
Amortization (income)/expense upfront, milestone and other licensing payments	6	6	6

	December 31,	
Dollars in Millions	**2011**	**2010**
Other assets extension payment	$ 219	$ 285
Other intangible assets upfront, milestone and other licensing payments	5	11

In January 2007, BMS granted Otsuka exclusive rights to develop and commercialize ONGLYZA in Japan. BMS expects to receive milestone payments based on certain regulatory events, as well as sales-based payments following regulatory approval of ONGLYZA in Japan, and retained rights to copromote ONGLYZA with Otsuka in Japan. Otsuka is responsible for all development costs in Japan.

Lilly

BMS has an Epidermal Growth Factor Receptor (EGFR) commercialization agreement with Eli Lilly and Company (Lilly) through Lilly s 2008 acquisition of ImClone Systems Incorporated (ImClone) for the codevelopment and promotion of ERBITUX* and necitumumab (IMC-11F8) in the U.S., which expires as to ERBITUX* in September 2018. BMS also has codevelopment and copromotion rights to both products in Canada and Japan. ERBITUX* is indicated for use in the treatment of patients with metastatic colorectal cancer and for use in the treatment of squamous cell carcinoma of the head and neck. Under the EGFR agreement, with respect to ERBITUX* sales in North America, Lilly receives a distribution fee based on a flat rate of 39% of net sales in North America plus reimbursement of certain royalties paid by Lilly, which is included in cost of products sold.

In 2007, BMS and ImClone amended their codevelopment agreement with Merck KGaA (Merck) to provide for cocommercialization of ERBITUX* in Japan. The rights under this agreement expire in 2032; however, Lilly has the ability to terminate the agreement after 2018 if it determines that it is commercially unreasonable for Lilly to continue. ERBITUX* received marketing approval in Japan in 2008 for the use of ERBITUX* in treating patients with advanced or recurrent colorectal cancer. BMS receives 50% of the pre-tax profit from Merck sales of ERBITUX* in Japan which is further shared equally with Lilly. Profit sharing from commercialization in Japan attributed to BMS is included in other income.

BMS is amortizing $500 million of license acquisition costs through 2018.

In 2010, BMS and Lilly restructured the EGFR commercialization agreement described above between BMS and ImClone as it relates to necitumumab, a novel targeted cancer therapy currently in Phase III development for non-small cell lung cancer. As restructured, both companies will share in the cost of developing and potentially commercializing necitumumab in the U.S., Canada and Japan. Lilly maintains exclusive rights to necitumumab in all other markets. BMS will fund 55% of development costs for studies that will be used only in the U.S., 50% for Japan studies, and will fund 27.5% for global studies. BMS will pay $250 million to Lilly as a milestone payment upon first approval in the U.S. In the U.S. and Canada, BMS will recognize all sales and 55% of the profits of losses for necitumumab. Lilly will provide 50% of the selling effort and the parties will, in general, equally participate in other commercialization efforts. In Japan, BMS and Lilly will share commercial costs and profits evenly. The agreement as it relates to necitumumab continues beyond patent expiration until both parties agree to terminate. It may be terminated at any time by BMS with 12 months advance notice (18 months if prior to launch), by either party for uncured

material breach by the other or if both parties agree to terminate. Lilly is responsible for manufacturing the bulk requirements and BMS is responsible for the fill/finish of necitumumab.

Summarized financial information related to this alliance is as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Net sales	$ 691	$ 662	$ 683
Distribution fees and royalty expense	287	275	279
Research and development expense reimbursement to Lilly necitumumab	12	12	5
Amortization (income)/expense upfront, milestone and other licensing payments	37	37	37
Japan commercialization fee (income)/expense	(34)	(39)	(28)

Dollars in Millions	December 31, 2011	2010
Other intangible assets upfront, milestone and other licensing payments	$ 249	$ 286

Gilead

BMS and Gilead Sciences, Inc. (Gilead) have a joint venture to develop and commercialize ATRIPLA* (efavirenz 600 mg/ emtricitabine 200 mg/ tenofovir disoproxil fumarate 300 mg), a once-daily single tablet three-drug regimen for the treatment of human immunodeficiency virus (HIV) infection, combining SUSTIVA, a product of BMS, and TRUVADA* (emtricitabine and tenofovir disoproxil fumarate), a product of Gilead, in the U.S., Canada and Europe. BMS accounts for its participation in the U.S. joint venture under the equity method of accounting.

Net sales of the bulk efavirenz component of ATRIPLA* are deferred until the combined product is sold to third-party customers. Net sales for the efavirenz component are based on the relative ratio of the average respective net selling prices of TRUVADA* and SUSTIVA.

Summarized financial information related to this alliance is as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Net sales	$ 1,204	$ 1,053	$ 869
Equity in net loss of affiliates	16	12	10

AstraZeneca

BMS maintains two worldwide codevelopment and cocommercialization agreements with AstraZeneca PLC (AstraZeneca) for ONGLYZA/KOMBIGLYZE (excluding Japan), and dapagliflozin. ONGLYZA and KOMBIGLYZE are both indicated for use in the treatment of diabetes. Dapagliflozin is currently being studied for the treatment of diabetes. ONGLYZA and dapagliflozin were discovered by BMS. KOMBIGLYZE was codeveloped with AstraZeneca. Both companies jointly develop the clinical and marketing strategy and share commercialization expenses and profits and losses equally on a global basis and also share in development costs. BMS manufactures both products. BMS has the option to decline involvement in cocommercialization in a given country and instead receive a tiered royalty based on net sales.

Reimbursements for development and commercial cost sharing are included in research and development, advertising and product promotion and marketing, selling and administrative expenses. The expense attributable to AstraZeneca s share of profits is included in costs of products sold.

BMS received $300 million in upfront, milestone and other licensing payments related to saxagliptin as of December 31, 2011 and could receive up to an additional $300 million for sales-based milestones. BMS also received $170 million in upfront, milestone and other licensing payments related to dapagliflozin as of December 31, 2011 and could potentially receive up to an additional $230 million for development and regulatory milestones and up to an additional $390 million for sales-based milestones. Upfront, milestone and other licensing payments are deferred and amortized over the estimated useful life of the products in other income.

Summarized financial information related to this alliance is as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Net sales	$ 473	$ 158	$ 24
Profit sharing expense	207	67	11
Commercialization expense reimbursements to/(from) AstraZeneca	(40)	(33)	(15)
Research and development expense reimbursements to/(from) AstraZeneca	40	19	(38)
Amortization (income)/expense upfront, milestone and other licensing payments	(38)	(28)	(16)
Upfront, milestone and other licensing payments received			
Saxagliptin		50	150
Dapagliflozin	120		

Dollars in Millions	December 31, 2011	2010
Deferred income upfront, milestone and other licensing payments		
Saxagliptin	$ 230	$ 254
Dapagliflozin	142	36

Pfizer

BMS and Pfizer Inc. (Pfizer) maintain a worldwide codevelopment and cocommercialization agreement for ELIQUIS, an anticoagulant discovered by BMS for the prevention and treatment of atrial fibrillation and other arterial thrombotic conditions. Pfizer funds 60% of all development costs under the initial development plan effective January 1, 2007. The companies jointly develop the clinical and marketing strategy and share commercialization expenses and profits equally on a global basis. BMS manufactures the product. Reimbursements for development costs and commercial cost sharing are included in research and development, advertising and product promotion, and marketing, selling and administrative expenses.

BMS received $559 million in upfront, milestone and other licensing payments for ELIQUIS to date, including $20 million received in January 2012 and could receive up to an additional $325 million for development and regulatory milestones. These payments are deferred and amortized over the estimated useful life of the products in other income.

Summarized financial information related to this alliance is as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Commercialization expense reimbursements to/(from) Pfizer	$ (10)	$ (8)	$ 1
Research and development reimbursements to/(from) Pfizer	(65)	(190)	(190)
Amortization (income)/expense upfront, milestone and other licensing payments	(33)	(31)	(28)
Upfront, milestone and other licensing payments received	65	10	150

Dollars in Millions	December 31, 2011	2010
Deferred income upfront, milestone and other licensing payments	$ 434	$ 382

Note 4. ACQUISITIONS

Amira Pharmaceuticals, Inc.

On September 7, 2011, BMS acquired 100% of the outstanding shares of Amira Pharmaceuticals, Inc. (Amira) for $325 million in cash plus three separate, contingent $50 million payments due upon achievement of certain development and sales-based milestones. The first contingent payment was made in the fourth quarter of 2011. The fair value of the total contingent consideration was $58 million, which was recorded in other liabilities. Acquisition costs of $1 million were included in other expense. Amira was a privately-held biotechnology company primarily focused on the discovery and development of therapeutic products for the treatment of cardiovascular and fibrotic inflammatory diseases. The

acquisition provides BMS with: 1) full rights to develop and commercialize AM152 which has completed Phase I clinical studies and the remainder of the Amira lysophosphatidic acid 1 receptor antagonist program; 2) researchers with fibrotic expertise; and 3) a pre-clinical autotaxin program. Goodwill generated from the acquisition was primarily attributed to acquired scientific expertise in fibrotic diseases allowing for expansion into a new therapeutic class.

The contingent liability was estimated utilizing a model that assessed the probability of achieving each milestone and discounted the amount of each potential payment based on the expected timing. Estimates used in evaluating the contingent liability were consistent

with those used in evaluating the acquired IPRD. The discount rate for each payment was consistent with market debt yields for the non-callable, publicly-traded bonds of BMS with similar maturities to each of the estimated potential payment dates. This fair value measurement was based on significant inputs not observable in the market and therefore represents a Level 3 measurement.

The results of Amira s operations are included in the consolidated financial statements from September 7, 2011.

ZymoGenetics, Inc. Acquisition

On October 12, 2010, BMS acquired 100% of the outstanding shares of common stock of ZymoGenetics, Inc. (ZymoGenetics) in October 2010 for an aggregate purchase price of approximately $885 million. Acquisition costs of $10 million were included in other expense. ZymoGenetics is focused on developing and commercializing therapeutic protein-based products for the treatment of human diseases. The companies collaborated on the development of pegylated-interferon lambda, a novel interferon in Phase IIb development at the acquisition date, for the treatment of Hepatitis C infection. The acquisition provides the Company with full rights to develop and commercialize pegylated-interferon lambda, valued at $310 million in IPRD as of the acquisition date, and also brings proven capabilities with therapeutic proteins and revenue from RECOTHROM, an FDA approved specialty surgical biologic. Goodwill generated from the acquisition was primarily attributed to full ownership rights to pegylated-interferon lambda.

The results of ZymoGenetics operations were included in the consolidated financial statements from October 8, 2010.

Medarex, Inc. Acquisition

On September 1, 2009, BMS acquired, by means of a tender offer and second-step merger, 100% of the remaining outstanding shares (and stock equivalents) of Medarex not already owned for a total purchase price of $2,331 million. Acquisition costs of $11 million were included in other expense. Medarex is focused on the discovery, development and commercialization of fully human antibody-based therapeutic products to address major unmet healthcare needs in the areas of oncology, inflammation, autoimmune disorders and infectious diseases. As a result of the acquisition, the full rights over YERVOY (ipilimumab), valued at $1.0 billion as of the acquisition date, were received that increases the biologics development pipeline creating a more balanced portfolio of both small molecules and biologics. Goodwill generated from this acquisition was primarily attributed to a more balanced portfolio associated with the BioPharma model and the potential to optimize the existing YERVOY programs.

The results of Medarex operations were included in the consolidated financial statements from August 27, 2009.

The purchase price allocations were as follows:

Dollars in Millions	Amira	ZymoGenetics	Medarex
Purchase price:			
Cash	$ 325	$ 885	$ 2,285
Fair value of contingent consideration	58		
Fair value of the Company s equity held prior to acquisition[1]			46
Total	383	885	2,331
Identifiable net assets:			
Cash	15	56	53
Marketable securities		91	269
Inventory[2]		98	
Other current and long-term assets[3]		29	127
IPRD	160	448	1,475
Intangible assets - Technology		230	120
Intangible assets - Licenses			217
Short-term borrowings			(92)
Accrued expenses	(16)		
Other current and long-term liabilities		(91)	(92)
Deferred income taxes	(41)	9	(318)

Total identifiable net assets	118	870	1,759
Goodwill	$ 265	$ 15	$ 572

(1) Other income of $21 million was recognized from the remeasurement to fair value of the equity interest in Medarex held at the acquisition date.
(2) Inventory related to the ZymoGenetics acquisition includes $63 million recorded in other long term assets as inventory that is expected to be utilized in excess of one year.
(3) Other current and long term assets related to the Medarex acquisition includes a 5.1% ownership interest in Genmab, Inc. ($64 million) and an 18.7% ownership in Celldex Therapeutics, Inc. ($17 million), which were subsequently sold during 2009 for a loss of $33 million.

Pro forma supplemental financial information are not provided as the impacts of these acquisitions were not material to operating results in the year of acquisition. Goodwill, IPRD and all other intangible assets valued in these acquisitions are non-deductible for tax purposes.

Note 5. MEAD JOHNSON NUTRITION COMPANY INITIAL PUBLIC OFFERING AND SPLIT-OFF

Mead Johnson Nutrition Company Initial Public Offering

In February 2009, Mead Johnson Nutrition Company (Mead Johnson) completed an initial public offering (IPO), in which it sold 34.5 million shares of its Class A common stock at $24 per share. Net proceeds of $782 million, after deducting $46 million of underwriting discounts, commissions and offering expenses, were allocated to noncontrolling interest and capital in excess of par value of stock.

Upon completion of the IPO, 42.3 million shares of Mead Johnson Class A common stock and 127.7 million shares of Mead Johnson Class B common stock were held by BMS, representing an 83.1% interest in Mead Johnson and 97.5% of the combined voting power of the outstanding common stock. The rights of the holders of the shares of Class A common stock and Class B common stock were identical, except with regard to voting and conversion. Each share of Class A common stock was entitled to one vote per share. Each share of Class B common stock was entitled to ten votes per share and was convertible at any time at the election of the holder into one share of Class A common stock. The Class B common stock automatically converted into shares of Class A common stock.

Various agreements related to the separation of Mead Johnson were entered into, including a separation agreement, a transitional services agreement, a tax matters agreement, a registration rights agreement and an employee matters agreement.

Mead Johnson Nutrition Company Split-off

The split-off of the remaining interest in Mead Johnson was completed on December 23, 2009. The split-off was effected through the exchange offer of previously held 170 million shares of Mead Johnson, after converting its Class B common stock to Class A common stock, for 269 million outstanding shares of the Company s stock resulting in a pre-tax gain of $7,275 million, $7,157 million net of taxes.

The shares received in connection with the exchange were valued using the closing price on December 23, 2009 of $25.70 and reflected as treasury stock. The gain on the exchange was determined using the sum of the fair value of the shares received plus the net deficit of Mead Johnson attributable to BMS less taxes and other direct expenses related to the transaction, including a tax reserve of $244 million which was established.

Transitional Relationships with Discontinued Operations

Subsequent to the respective dispositions, cash flows and income associated with the Mead Johnson business will continue to be generated through September 2012, relating to activities that are transitional in nature, result from agreements that are intended to facilitate the orderly transfer of business operations and include, among others, services for accounting, customer service, distribution and manufacturing. The income generated from these transitional activities, which were substantially complete as of December 31, 2011, was not material to any period presented.

The following summarized financial information related to the Mead Johnson business is segregated from continuing operations and reported as discontinued operations through the date of disposition.

Dollars in Millions	Year Ended December 31, 2009
Net Sales	$ 2,826
Earnings before income taxes	674
Provision for income taxes	(389)
Earnings, net of taxes	285
Gain on disposal	7,275
Provision for income taxes	(118)

Gain on disposal, net of taxes		7,157
Net earnings from discontinued operations		7,442
Less net earnings from discontinued operations attributable to noncontrolling interest		(69)
Net earnings from discontinued operations attributable to BMS	$	7,373

Note 6. RESTRUCTURING

The following is the provision for restructuring:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Employee termination benefits	$ 85	$ 102	$ 128
Other exit costs	31	11	8
Provision for restructuring	$ 116	$ 113	$ 136

Restructuring charges included termination benefits for workforce reductions of manufacturing, selling, administrative, and research and development personnel across all geographic regions of approximately 822 in 2011, 995 in 2010 and 1,350 in 2009.

The following table represents the activity of employee termination and other exit cost liabilities:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Liability at beginning of year	$ 126	$ 173	$ 209
Charges	128	121	158
Change in estimates	(12)	(8)	(22)
Provision for restructuring	116	113	136
Foreign currency translation	2	(5)	
Charges in discontinued operations			15
Spending	(167)	(155)	(182)
Mead Johnson split-off			(5)
Liability at end of year	$ 77	$ 126	$ 173

Note 7. OTHER (INCOME)/EXPENSE

Other (income)/expense includes:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Interest expense	$ 145	$ 145	$ 184
Interest income	(91)	(75)	(54)
Impairment and loss on sale of manufacturing operations		236	
Gain on sale of product lines, businesses and assets	(37)	(39)	(360)
Other income received from alliance partners	(140)	(136)	(148)
Pension curtailment and settlement charges	10	28	43
Litigation charges/(recoveries)	(25)		
Product liability charges/(recoveries)	31	17	(6)
Other	(62)	(50)	(40)
Other (income)/expense	$ (169)	$ 126	$ (381)

Note 8. INCOME TAXES

The provision/(benefit) for income taxes attributable to continuing operations consisted of:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Current:			
U.S.	$ 864	$ 797	$ 410
Non-U.S.	442	339	646
Total Current	1,306	1,136	1,056
Deferred:			
U.S.	406	438	222
Non-U.S	9	(16)	(96)
Total Deferred	415	422	126
Total Provision	$1,721	$1,558	$1,182

Effective Tax Rate

The reconciliation of the effective tax rate to the U.S. statutory Federal income tax rate was:

Dollars in Millions	2011	% of Earnings Before Income Taxes	2010	% of Earnings Before Income Taxes	2009	% of Earnings Before Income Taxes
Earnings from continuing operations before income taxes:						
U.S.	$ 4,336		$ 3,833		$ 2,705	
Non-U.S.	2,645		2,238		2,897	
Total	$ 6,981		$ 6,071		$ 5,602	
U.S. statutory rate	2,443	35.0%	2,125	35.0%	1,961	35.0%
Non-tax deductible annual pharmaceutical company fee	80	1.2%				
Tax effect of foreign subsidiaries earnings previously considered indefinitely reinvested offshore			207	3.4 %		
Foreign tax effect of certain operations in Ireland, Puerto Rico and Switzerland	(593)	(8.5)%	(694)	(11.4)%	(598)	(10.7)%
State and local taxes (net of valuation allowance)	33	0.5%	43	0.7%	14	0.3%
U.S. Federal, state and foreign contingent tax matters	(161)	(2.3)%	(131)	(2.1)%	(64)	(1.1)%
U.S. Federal research and development tax credit	(69)	(1.0)%	(61)	(1.0)%	(81)	(1.4)%
Foreign and other	(12)	(0.2)%	69	1.1 %	(50)	(1.0)%
	$ 1,721	24.7 %	$ 1,558	25.7 %	$ 1,182	21.1 %

The decrease in the 2011 effective tax rate from 2010 was due to:

A $207 million charge recognized in the fourth quarter of 2010, which resulted primarily from additional U.S. taxable income from earnings of foreign subsidiaries previously considered to be indefinitely reinvested offshore;

Changes in prior period estimates upon finalizing U.S. tax returns resulting in a $54 million benefit in 2011 and a $30 million charge in 2010; and

Higher tax benefits from contingent tax matters primarily related to the effective settlements and remeasurements of uncertain tax positions ($161 million in 2011 and $131 million in 2010).

Partially offset by:

An unfavorable earnings mix between high and low tax jurisdictions compared to the prior year;

The non-tax deductible annual pharmaceutical company fee effective January 1, 2011 (tax impact of $80 million); and

An out-of-period tax adjustment of $59 million in 2010 for previously unrecognized net deferred tax assets primarily attributed to deferred profits related to certain alliances as of December 31, 2009 (not material to any prior periods).

The increase in the 2010 effective tax rate from 2009 was due to:

A $207 million charge recognized in the fourth quarter of 2010 discussed above;

Changes in prior period estimates upon finalizing the 2009 U.S. tax return resulting in a $30 million charge in 2010 and a $67 million benefit in 2009 upon finalizing the 2008 U.S. tax return; and

An unfavorable earnings mix between high and low tax jurisdictions compared to the prior year.

Partially offset by:

Higher tax benefits from contingent tax matters primarily related to the effective settlements and remeasurements of uncertain tax positions ($131 million in 2010 and $64 million in 2009); and

An out-of-period tax adjustment of $59 million in 2010 discussed above.

Deferred Taxes and Valuation Allowance

The components of current and non-current deferred income tax assets/(liabilities) were as follows:

Dollars in Millions	December 31, 2011	2010
Deferred tax assets		
Foreign net operating loss carryforwards	$ 3,674	$ 1,600
Milestone payments and license fees	574	557
Deferred income	573	554
U.S. Federal net operating loss carryforwards	251	351
Pension and postretirement benefits	755	348
State net operating loss and credit carryforwards	344	337
Intercompany profit and other inventory items	331	311
U.S. Federal research and development tax credit carryforwards	109	243
Other foreign deferred tax assets	112	167
Share-based compensation	111	131
Legal settlements	46	20
Other	233	299
Total deferred tax assets	7,113	4,918
Valuation allowance	(3,920)	(1,863)
Net deferred tax assets	3,193	3,055
Deferred tax liabilities		
Depreciation	(118)	(52)
Repatriation of foreign earnings	(31)	(21)
Acquired intangible assets	(593)	(525)
Other	(676)	(630)
Total deferred tax liabilities	(1,418)	(1,228)
Deferred tax assets, net	$ 1,775	$ 1,827
Recognized as:		
Deferred income taxes current	$ 1,200	$ 1,036
Deferred income taxes non-current	688	850
U.S. and foreign income taxes payable current	(6)	(5)
Other liabilities non-current	(107)	(54)
Total	$ 1,775	$ 1,827

The U.S. Federal net operating loss carryforwards were $717 million at December 31, 2011. These carryforwards were acquired as a result of certain acquisitions and are subject to limitations under Section 382 of the Internal Revenue Code. The net operating loss carryforwards expire in varying amounts beginning in 2022. The research and development tax credit carryforwards expire in varying amounts beginning in 2018. The realization of the research and development tax credit carryforwards is dependent on generating sufficient domestic-sourced taxable income prior to their expiration. Although realization is not assured, management believes it is more likely than not that these deferred tax assets will be realized.

At December 31, 2011, a valuation allowance of $3,920 million was established for the following items: $3,574 million for foreign net operating loss and tax credit carryforwards, $332 million for state deferred tax assets including net operating loss and tax credit carryforwards, and $14 million for U.S. Federal net operating loss carryforwards. Foreign holding companies net operating losses and their corresponding valuation allowances included an increase of $2,027 million as a result of statutory impairment charges that are not required in consolidated net earnings. These foreign holding companies had a higher asset basis for statutory purposes than the basis used in the consolidated financial statements due to an internal reorganization of certain legal entities in prior periods. Changes in the valuation allowance were as follows:

Dollars in Millions	Year Ended December 31, 2011	2010	2009
Balance at beginning of year	$ 1,863	$ 1,791	$ 1,795
Provision	2,410	92	17
Utilization	(135)	(22)	(74)
Foreign currency translation	(222)	(6)	(8)
Other	4	8	61
Balance at end of year	$ 3,920	$ 1,863	$ 1,791

Income tax payments were $597 million in 2011, $672 million in 2010 and $885 million in 2009. The current tax benefit realized as a result of stock related compensation credited to capital in excess of par value of stock was $47 million in 2011, $8 million in 2010 and $5 million in 2009.

At December 31, 2011, U.S. taxes have not been provided on approximately $18.5 billion of undistributed earnings of foreign subsidiaries as these undistributed earnings are indefinitely invested offshore. If, in the future, these earnings are repatriated to the U.S., or if such earnings are determined to be remitted in the foreseeable future, additional tax provisions would be required. Due to complexities in the tax laws and the assumptions that would have to be made, it is not practicable to estimate the amounts of income taxes that would have to be provided. BMS has favorable tax rates in Ireland and Puerto Rico under grants not scheduled to expire prior to 2023.

During 2010, BMS completed an internal reorganization of certain legal entities resulting in a $207 million charge. It is possible that U.S. tax authorities could assert additional material tax liabilities arising from the reorganization. If any such assertion were to occur, BMS would vigorously challenge any such assertion and believes it would prevail; however, there can be no assurance of such a result.

Business is conducted in various countries throughout the world and is subject to tax in numerous jurisdictions. As a result, a significant number of tax returns are filed and subject to examination by various Federal, state and local tax authorities. Tax examinations are often complex, as tax authorities may disagree with the treatment of items reported and may require several years to resolve. Liabilities are established for possible assessments by tax authorities resulting from known tax exposures including, but not limited to, transfer pricing matters, tax credits and deductibility of certain expenses. Such liabilities represent a reasonable provision for taxes ultimately expected to be paid and may need to be adjusted over time as more information becomes known. The effect of changes in estimates related to contingent tax liabilities is included in the effective tax rate reconciliation above.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Balance at beginning of year	$ 845	$ 968	$ 791
Gross additions to tax positions related to current year	44	57	335
Gross reductions to tax positions related to current year			(11)
Gross additions to tax positions related to prior years	106	177	97
Gross reductions to tax positions related to prior years	(325)	(196)	(180)
Settlements	(30)	(153)	(37)
Reductions to tax positions related to lapse of statute	(7)	(7)	(29)
Cumulative translation adjustment	(5)	(1)	2
Balance at end of year	$ 628	$ 845	$ 968

Uncertain tax benefits reduce deferred tax assets to the extent the uncertainty directly related to that asset; otherwise, they are recognized as either current or non-current U.S. and foreign income taxes payable. The unrecognized tax benefits that, if recognized, would impact the effective tax rate were $570 million, $818 million and $964 million at December 31, 2011, 2010, and 2009, respectively.

Gross additions to tax positions for the year ended December 31, 2009 include $287 million in tax reserves related to both the transfer of various international units to Mead Johnson prior to its IPO and the split-off transaction which is recognized in discontinued operations. Gross reductions to tax positions for the year ended December 31, 2009 include $10 million in liabilities related to Mead Johnson.

Accrued interest and penalties payable for unrecognized tax benefits are included in either current or non-current U.S. and foreign income taxes payable. Accrued interest related to unrecognized tax benefits were $51 million, $51 million, and $39 million at December 31, 2011, 2010, and 2009, respectively. Accrued penalties related to unrecognized tax benefits were $25 million, $23 million, and $19 million at December 31, 2011, 2010, and 2009, respectively.

Interest and penalties related to unrecognized tax benefits are included in income tax expense. Interest on unrecognized tax benefits was an expense of $10 million in 2011 and $12 million in 2010 and a benefit of $25 million in 2009. Penalties on unrecognized tax benefits was an expense of $7 million in 2011 and $4 million in 2010 and a benefit of $1 million in 2009.

BMS is currently under examination by a number of tax authorities, including all of the major tax jurisdictions listed in the table below, which have proposed adjustments to tax for issues such as transfer pricing, certain tax credits and the deductibility of certain expenses. BMS estimates

that it is reasonably possible that the total amount of unrecognized tax benefits at December 31, 2011 will decrease in the range of approximately $70 million to $100 million in the next twelve months as a result of the settlement of certain tax audits and other events. The expected change in unrecognized tax benefits, primarily settlement related, will involve the payment of additional taxes, the

adjustment of certain deferred taxes and/or the recognition of tax benefits. BMS also anticipates that it is reasonably possible that new issues will be raised by tax authorities which may require increases to the balance of unrecognized tax benefits; however, an estimate of such increases cannot reasonably be made at this time. BMS believes that it has adequately provided for all open tax years by tax jurisdiction.

The following is a summary of major tax jurisdictions for which tax authorities may assert additional taxes based upon tax years currently under audit and subsequent years that will likely be audited:

U.S.	2008 to 2011
Canada	2003 to 2011
France	2008 to 2011
Germany	2007 to 2011
Italy	2002 to 2011
Mexico	2003 to 2011

Note 9. EARNINGS PER SHARE

	Year Ended December 31,		
Amounts in Millions, Except Per Share Data	**2011**	**2010**	**2009**
Basic EPS Calculation:			
Income from Continuing Operations Attributable to BMS	$ 3,709	$ 3,102	$ 3,239
Earnings attributable to unvested restricted shares	(8)	(12)	(18)
Income from Continuing Operations Attributable to BMS common shareholders	3,701	3,090	3,221
Net Earnings from Discontinued Operations Attributable to BMS[1]			7,331
EPS Numerator Basic	$ 3,701	$ 3,090	$ 10,552
EPS Denominator Basic:			
Average Common Shares Outstanding	1,700	1,713	1,974
EPS Basic:			
Continuing Operations	$ 2.18	$ 1.80	$ 1.63
Discontinued Operations			3.72
Net Earnings	$ 2.18	$ 1.80	$ 5.35
EPS Numerator Diluted:			
Income from Continuing Operations Attributable to BMS	$ 3,709	$ 3,102	$ 3,239
Earnings attributable to unvested restricted shares	(8)	(12)	(17)
Income from Continuing Operations Attributable to BMS common shareholders	3,701	3,090	3,222
Net Earnings from Discontinued Operations Attributable to BMS[1]			7,331
EPS Numerator Diluted	$ 3,701	$ 3,090	$ 10,553
EPS Denominator Diluted:			
Average Common Shares Outstanding	1,700	1,713	1,974
Contingently convertible debt common stock equivalents	1	1	1
Incremental shares attributable to share-based compensation plans	16	13	3
Average Common Shares Outstanding and Common Share Equivalents	1,717	1,727	1,978

EPS Diluted:			
Continuing Operations	$ 2.16	$ 1.79	$ 1.63
Discontinued Operations			3.71
Net Earnings	$ 2.16	$ 1.79	$ 5.34
(1) Net Earnings of Discontinued Operations used for EPS Calculation:			
Net Earnings from Discontinued Operations Attributable to BMS	$	$	$ 7,373
Earnings attributable to unvested restricted shares			(42)
Net Earnings from Discontinued Operations Attributable to BMS used for EPS calculation	$	$	$ 7,331
Anti-dilutive weighted-average equivalent shares stock incentive plans	13	51	117

Note 10. FINANCIAL INSTRUMENTS

Financial instruments include cash and cash equivalents, marketable securities, accounts receivable and payable, debt instruments and derivatives. Due to their short term maturity, the carrying amount of receivables and accounts payable approximate fair value.

BMS has exposure to market risk due to changes in currency exchange rates and interest rates. As a result, certain derivative financial instruments are used when available on a cost-effective basis to hedge the underlying economic exposure. These instruments qualify as cash flow, net investment and fair value hedges upon meeting certain criteria, including effectiveness of offsetting hedged exposures. Changes in fair value of derivatives that do not qualify for hedge accounting are recognized in earnings as they occur. Derivative financial instruments are not used for trading purposes.

Counterparty credit risk is considered as part of the overall fair value measurement, as well as the effect of credit risk when derivatives are in a liability position. Counterparty credit risk is monitored on an ongoing basis and is mitigated by limiting amounts outstanding with any individual counterparty, utilizing conventional derivative financial instruments and only entering into agreements with counterparties that meet high credit quality standards. The consolidated financial statements would not be materially impacted if any counterparty failed to perform according to the terms of its agreement. Under the terms of the agreements, posting of collateral is not required by any party whether derivatives are in an asset or liability position.

Fair Value Measurements The fair values of financial instruments are classified into one of the following categories:

Level 1 inputs utilize non-binding quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs. These instruments include U.S. treasury bills and U.S. government agency securities.

Level 2 inputs utilize observable prices for similar instruments, non-binding quoted prices for identical or similar instruments in markets that are not active, and other observable inputs that can be corroborated by market data for substantially the full term of the assets or liabilities. These instruments include corporate debt securities, commercial paper, Federal Deposit Insurance Corporation (FDIC) insured debt securities, certificates of deposit, money market funds, foreign currency forward contracts and interest rate swap contracts. Level 2 derivative instruments are valued using London Interbank Offered Rate (LIBOR) and Euro Interbank Offered Rate (EURIBOR) yield curves, less credit valuation adjustments, and observable forward foreign exchange rates at the reporting date. Valuations of derivative contracts may fluctuate considerably from period-to-period due to volatility in underlying foreign currencies and underlying interest rates, which are driven by market conditions and the duration of the contract. Credit adjustment volatility may have a significant impact on the valuation of interest rate swaps due to changes in the credit ratings and credit default swap spreads of BMS or its counterparties.

Level 3 unobservable inputs are used when little or no market data is available. Valuation models for the ARS and FRS portfolio are based on expected cash flow streams and collateral values including assessments of counterparty credit quality, default risk underlying the security, discount rates and overall capital market liquidity. A majority of the ARS, which are private placement securities with long-term nominal maturities, were rated A by Standard and Poor s as of December 31, 2011 and 2010, and primarily represent interests in insurance securitizations. The fair value was determined using internally developed valuations that were based in part on indicative bids received on the underlying assets of the securities and other evidence of fair value. Due to the current lack of an active market for FRS and the general lack of transparency into their underlying assets, other qualitative analysis is relied upon to value FRS including discussions with brokers and fund managers, default risk underlying the security and overall capital markets liquidity.

Available-For-Sale Securities and Cash Equivalents

The following table summarizes available-for-sale securities at December 31, 2011 and 2010:

Dollars in Millions	Amortized Cost	Unrealized Gain in Accumulated OCI	Unrealized Loss in Accumulated OCI	Fair Value	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3
December 31, 2011							
Marketable Securities:							
Certificates of Deposit	$ 1,051	$	$	$ 1,051	$	$ 1,051	$
Corporate Debt Securities	2,908	60	(3)	2,965		2,965	
Commercial Paper	1,035			1,035		1,035	
U.S. Treasury Bills	400	2		402	402		
FDIC Insured Debt Securities	302	1		303		303	
Auction Rate Securities (ARS)	80	12		92			92
Floating Rate Securities (FRS)	21		(3)	18			18
Total Marketable Securities	$ 5,797	$ 75	$ (6)	$ 5,866	$ 402	$ 5,354	$ 110
December 31, 2010							
Marketable Securities:							
Certificates of Deposit	$ 1,209	$	$	$ 1,209	$	$ 1,209	$
Corporate Debt Securities	1,996	26	(10)	2,012		2,012	
Commercial Paper	482			482		482	
FDIC Insured Debt Securities	353	3		356		356	
U.S. Treasury Bills	400	4		404	404		
U.S. Government Agency Securities	375	1		376	376		
Auction Rate Securities (ARS)	80	11		91			91
Floating Rate Securities (FRS)	21		(2)	19			19
Total Marketable Securities	$ 4,916	$ 45	$ (12)	$ 4,949	$ 780	$ 4,059	$ 110

The following table summarizes the classification of available-for-sale securities in the consolidated balance sheet:

Dollars in Millions	December 31, 2011	December 31, 2010
Current Marketable Securities	$ 2,957	$ 2,268
Non-current Marketable Securities	2,909	2,681
Total Marketable Securities	$ 5,866	$ 4,949

Money market funds and other securities aggregating $5,469 million and $4,332 million at December 31, 2011 and 2010, respectively, were included in cash and cash equivalents and valued using Level 2 inputs. Cash and cash equivalents maintained in foreign currencies were $508 million at December 31, 2011 and are subject to currency rate risk.

At December 31, 2011, $2,817 million of non-current available for sale corporate debt securities, U.S. treasury bills, FDIC insured debt securities and floating rate securities mature within five years. All auction rate securities mature beyond 10 years.

The following table summarizes the activity for financial assets utilizing Level 3 fair value measurements:

	2011	2010
Fair value at January 1	$ 110	$ 179
Settlements		(93)
Unrealized gains/(losses)		24
Fair value at December 31	$ 110	$ 110

Qualifying Hedges and Non-Qualifying Derivatives

The following summarizes the fair value of outstanding derivatives:

		December 31, 2011		December 31, 2010	
Dollars in Millions	**Balance Sheet Location**	**Notional**	**Fair Value (Level 2)**	**Notional**	**Fair Value (Level 2)**
Derivatives designated as hedging instruments:					
Interest rate swap contracts	Other assets	$ 579	$ 135	$ 3,526	$ 234
Foreign currency forward contracts	Other assets	1,347	88	691	26
Foreign currency forward contracts	Accrued expenses	480	(29)	732	(48)

Cash Flow Hedges Foreign currency forward contracts are primarily utilized to hedge forecasted intercompany inventory purchase transactions in certain foreign currencies. These forward contracts are designated as cash flow hedges with the effective portion of changes in fair value being temporarily reported in accumulated OCI and recognized in earnings when the hedged item affects earnings. As of December 31, 2011, significant outstanding foreign currency forward contracts were primarily attributed to Euro and Japanese yen foreign currency forward contracts in the notional amount of $946 million and $557 million, respectively.

The net gains on foreign currency forward contracts qualifying for cash flow hedge accounting are expected to be reclassified to cost of products sold within the next two years, including $46 million of pre-tax gains to be reclassified within the next 12 months. Cash flow hedge accounting is discontinued when the forecasted transaction is no longer probable of occurring on the originally forecasted date, or 60 days thereafter, or when the hedge is no longer effective. Assessments to determine whether derivatives designated as qualifying hedges are highly effective in offsetting changes in the cash flows of hedged items are performed at inception and on a quarterly basis. Any ineffective portion of the change in fair value is included in current period earnings. The earnings impact related to discontinued cash flow hedges and hedge ineffectiveness was not significant during 2011, 2010 and 2009.

Net Investment Hedges Non-U.S. dollar borrowings of 541 million ($707 million) are designated to hedge the foreign currency exposures of the net investment in certain foreign affiliates. These borrowings are designated as net investment hedges and recognized in long term debt. The effective portion of foreign exchange gains or losses on the remeasurement of the debt is recognized in the foreign currency translation component of accumulated OCI with the related offset in long term debt.

Fair Value Hedges Fixed-to-floating interest rate swap contracts are designated as fair value hedges and are used as part of an interest rate risk management strategy to create an appropriate balance of fixed and floating rate debt. The swaps and underlying debt for the benchmark risk being hedged are recorded at fair value. The effective interest rate paid on fixed-to-floating interest rate swaps is one-month LIBOR (0.295% as of December 31, 2011) plus an interest rate spread ranging from 1.3% to 2.9%. When the underlying swap is terminated prior to maturity, the fair value basis adjustment to the underlying debt instrument is amortized into earnings as a reduction to interest expense over the remaining life of the debt.

During 2010, fixed-to-floating interest rate swap contracts were executed to convert $332 million notional amount of 6.80% Debentures due 2026 and $147 million notional amount of 7.15% Debentures due 2023 from fixed rate debt to variable rate debt. During 2009, fixed-to-floating interest rate swap contracts were executed to convert $200 million notional amount of 5.45% Notes due 2018 and $597 notional amount of 5.25% Notes due 2013 from fixed rate debt to variable rate debt. These contracts qualified as a fair value hedge for each debt instrument.

During 2011, fixed-to-floating interest rate swap contracts of $1.6 billion notional amount and 1.0 billion notional amount were terminated generating total proceeds of $356 million (including accrued interest of $66 million). During 2010, fixed-to-floating interest rate swap contracts of $237 million notional amount and 500 million notional amount were terminated generating total proceeds of $116 million (including accrued interest of $18 million). During 2009, $1,061 million notional amount of fixed-to-floating interest rate swap contracts were terminated generating proceeds of $204 million (including accrued interest of $17 million).

Non-Qualifying Foreign Exchange Contracts Foreign currency forward contracts are used to offset exposure to foreign currency-denominated monetary assets, liabilities and earnings. The primary objective of these contracts is to protect the U.S. dollar value of foreign currency-denominated monetary assets, liabilities and earnings from the effects of volatility in foreign exchange rates that might occur prior to their receipt or settlement in U.S. dollars. These contracts are not designated as hedges and are adjusted to fair value through other (income)/expense as they occur, and substantially offset the change in fair value of the underlying foreign currency denominated monetary asset, liability or earnings. The effect of non-qualifying hedges on earnings was not significant for the years ended December 31, 2011, 2010, and 2009.

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Short-Term Borrowings and Long-Term Debt

Short-term borrowings include:

Dollars in Millions	December 31, 2011	2010
Bank drafts	$ 113	$ 100
Other short-term borrowings	2	17
Total	$ 115	$ 117

Long-term debt includes:

Dollars in Millions	December 31, 2011	2010
Principal Value:		
5.875% Notes due 2036	$ 638	$ 709
4.375% Euro Notes due 2016	652	656
4.625% Euro Notes due 2021	652	656
5.45% Notes due 2018	600	600
5.25% Notes due 2013	597	597
6.125% Notes due 2038	500	500
6.80% Debentures due 2026	332	332
7.15% Debentures due 2023	304	304
6.88% Debentures due 2097	287	287
0% - 5.75% Other maturing 2023 - 2030	107	108
Subtotal	4,669	4,749
Adjustments to Principal Value:		
Fair value of interest rate swaps	135	234
Unamortized basis adjustment from swap terminations	594	369
Unamortized bond discounts	(22)	(24)
Total	$ 5,376	$ 5,328

Included in other debt is $50 million of Floating Rate Convertible Senior Debentures due 2023 which can be redeemed by the holders at par on September 15, 2013 and 2018, or if a fundamental change in ownership occurs. The Debentures are callable at par at any time by the Company. The Debentures have a current conversion price of $40.42, equal to a conversion rate of 24.7429 shares for each $1,000 principal amount, subject to certain anti-dilutive adjustments.

In February 2009, Mead Johnson entered into a three-year syndicated revolving credit facility agreement. In the fourth quarter of 2009, Mead Johnson borrowed $200 million under the revolving credit facility and issued various Notes totaling $1.5 billion, the proceeds of which were used to repay certain intercompany debt prior to the split-off.

The principal value of long-term debt obligations was $4,669 million at December 31, 2011 of which $597 million is due in 2013, $652 million is due in 2016, and the remaining $3,420 million due in 2017 or thereafter. The fair value of long-term debt was $6,406 million and $5,861 million at December 31, 2011 and 2010, respectively, and was estimated based upon the quoted market prices for the same or similar debt instruments. The fair value of short-term borrowings approximates the carrying value due to the short maturities of the debt instruments.

Debt repurchase activity was as follows:

Dollars in Millions	2011	2010	2009
Principal amount	$ 71	$ 750	$ 117
Repurchase price	78	855	132
Notional amount of interest rate swaps terminated	34	319	53
Swap termination proceeds	6	48	7
Total (gain)/loss	(10)	6	(7)

Interest payments were $171 million in 2011, $178 in 2010 and $206 million in 2009 net of amounts related to interest rate swap contracts.

In September 2011, the Company replaced its $2.0 billion revolving credit facility with a new $1.5 billion five year revolving credit facility from a syndicate of lenders, which is extendable on any anniversary date with the consent of the lenders. There are no financial covenants under the new facility. There were no borrowings outstanding under either revolving credit facility at December 31, 2011 and 2010.

At December 31, 2011, $233 million of financial guarantees were provided in the form of stand-by letters of credit and performance bonds. The stand-by letters of credit are issued through financial institutions in support of guarantees made by BMS and its affiliates for various obligations. The performance bonds were issued to support a range of ongoing operating activities, including sale of products to hospitals and foreign ministries of health, bonds for customs, duties and value added tax and guarantees related to miscellaneous legal actions. A significant majority of the outstanding financial guarantees will expire within the year and are not expected to be funded.

Note 11. RECEIVABLES

Receivables include:

	December 31,	
Dollars in Millions	**2011**	**2010**
Trade receivables	$ 2,397	$ 2,092
Less allowances	(147)	(107)
Net trade receivables	2,250	1,985
Alliance partners receivables	1,081	1,076
Prepaid and refundable income taxes	256	223
Miscellaneous receivables	156	196
Receivables	$ 3,743	$ 3,480

Receivables are netted with deferred income related to alliance partners until recognition of income. As a result, alliance partner receivables and deferred income were reduced by $901 million and $734 million at December 31, 2011 and 2010, respectively. For additional information regarding alliance partners, see Note 3. Alliances and Collaborations. Non-U.S. receivables sold on a nonrecourse basis were $1,077 million in 2011, $932 million in 2010, and $660 million in 2009. In the aggregate, receivables due from three pharmaceutical wholesalers in the U.S. represented 55% and 51% of total trade receivables at December 31, 2011 and 2010, respectively.

Changes to the allowances for bad debt, charge-backs and cash discounts were as follows:

	Year Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Balance at beginning of year	$ 107	$ 103	$ 128
Provision	1,094	864	776
Utilization	(1,054)	(860)	(800)
Discontinued operations			(1)
Balance at end of year	$ 147	$ 107	$ 103

Note 12. INVENTORIES

Inventories include:

	December 31,	
Dollars in Millions	**2011**	**2010**
Finished goods	$ 478	$ 397
Work in process	646	608
Raw and packaging materials	260	199
Inventories	$ 1,384	$ 1,204

Inventories expected to remain on-hand beyond one year are included in non-current other assets and were $260 million (including $92 million of capitalized costs which are subject to regulatory approval prior to being sold) at December 31, 2011 and $297 million at December 31, 2010. The status of the regulatory approval process and the probability of future sales were considered in assessing the recoverability of these costs.

Note 13. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment includes:

Dollars in Millions	December 31, 2011	2010
Land	$ 137	$ 133
Buildings	4,545	4,565
Machinery, equipment and fixtures	3,437	3,423
Construction in progress	262	139
Gross property, plant and equipment	8,381	8,260
Less accumulated depreciation	(3,860)	(3,596)
Property, plant and equipment	$ 4,521	$ 4,664

Depreciation expense was $448 million in 2011, $473 million in 2010 and $469 million in 2009, of which $51 million in 2009 was included in discontinued operations. Capitalized interest was $8 million in 2010 and $13 million in 2009.

Note 14. GOODWILL AND OTHER INTANGIBLE ASSETS

Changes in the carrying amount of goodwill were as follows:

Dollars in Millions	
Balance at January 1, 2010	$ 5,218
ZymoGenetics acquisition	15
Balance at December 31, 2010	5,233
Amira acquisition	265
Other	88
Balance at December 31, 2011	$ 5,586

Other includes an out-of-period adjustment recorded to correct the purchase price allocation for the September 2009 Medarex acquisition and a $24 million contingent milestone payment from a prior acquisition. The Medarex purchase price adjustment decreased other intangible assets by $98 million and increased deferred tax assets by $34 million and goodwill by $64 million. The effect of this adjustment was not material for the current or any prior periods.

Other intangible assets include:

		December 31, 2011			December 31, 2010		
Dollars in Millions	Estimated Useful Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Licenses	2 15 years	$ 1,218	$ 443	$ 775	$ 965	$ 368	$ 597
Technology	9 15 years	2,608	1,194	1,414	1,562	1,001	561
Capitalized software	3 10 years	1,147	857	290	1,140	841	299
Total finite-lived intangible assets		4,973	2,494	2,479	3,667	2,210	1,457
IPRD		645		645	1,913		1,913

Total other intangible assets	$ 5,618	$ 2,494	$ 3,124	$ 5,580	$ 2,210	$ 3,370

In 2011, $1.0 billion of IPRD was reclassified to technology upon approval of YERVOY in the U.S. and $367 million of IPRD was reclassified to licenses for out-licensed compounds that have no further performance obligations.

Changes in other intangible assets were as follows:

Dollars in Millions	**2011**	**2010**	**2009**
Other intangible assets carrying amount at January 1	$ 3,370	$ 2,865	$ 1,151
Capitalized software and other additions	75	107	96
Acquisitions	160	678	1,910
Mead Johnson split-off			(50)
Amortization licenses and technology	(271)	(199)	(170)
Amortization capitalized software	(82)	(72)	(68)
Impairment charges	(30)	(10)	
Other	(98)	1	(4)
Other intangible assets carrying amount at December 31	$ 3,124	$ 3,370	$ 2,865

Amortization expense included in discontinued operations was $9 million in 2009.

Amortization expense of other intangible assets is expected to be $350 million in 2012, $275 million in 2013, $263 million in 2014, $236 million in 2015, $218 million in 2016 and $1,138 million thereafter.

Note 15. ACCRUED EXPENSES

Accrued expenses include:

Dollars in Millions	December 31, 2011	2010
Employee compensation and benefits	$ 783	$ 718
Royalties	571	576
Accrued research and development	450	411
Restructuring current	58	108
Pension and postretirement benefits	46	47
Accrued litigation	32	54
Other	851	826
Total accrued expenses	$ 2,791	$ 2,740

Note 16. SALES REBATES AND RETURN ACCRUALS

Reductions to trade receivables and accrued rebates and returns liabilities are as follows:

Dollars in Millions	December 31, 2011	2010
Charge-backs related to government programs	$ 51	$ 48
Cash discounts	28	29
Reductions to trade receivables	$ 79	$ 77
Managed healthcare rebates and other contract discounts	$ 417	$ 216
Medicaid rebates	411	327
Sales returns	161	187
Other adjustments	181	127
Accrued rebates and returns	$ 1,170	$ 857

Note 17. DEFERRED INCOME

Deferred income includes:

Dollars in Millions	December 31, 2011	2010
Upfront, milestone and other licensing receipts	$ 882	$ 797
ATRIPLA* deferred revenue	113	227
Gain on sale-leaseback transactions	120	147
Other	88	126

Total deferred income	$ 1,203	$ 1,297
Current portion	$ 337	$ 402
Non-current portion	866	895

Upfront, milestone and other licensing receipts are being amortized over the expected life of the product. See Note 3. Alliances and Collaborations for information pertaining to revenue recognition and other transactions with alliances and collaborations. The deferred gains on several sale-leaseback transactions are being amortized over the remaining lease terms of the related facilities through 2018 and were $28 million in 2011, $27 million in 2010 and $28 million in 2009.

Note 18. EQUITY

Dollars and Shares in Millions	Common Stock Shares	Common Stock Par Value	Capital in Excess of Par Value of Stock	Retained Earnings	Treasury Stock Shares	Treasury Stock Cost	Non-Controlling Interest
Balance at January 1, 2009	2,205	$ 220	$ 2,757	$ 22,549	226	$ (10,566)	$ (33)
Net earnings attributable to BMS				10,612			
Cash dividends declared				(2,401)			
Mead Johnson IPO			942				(160)
Adjustments to the Mead Johnson net asset transfer			(7)				7
Mead Johnson split-off					269	(6,921)	105
Employee stock compensation plans			76		(4)	123	
Net earnings attributable to non-controlling interest							1,808
Other comprehensive income attributable to noncontrolling interest							10
Distributions							(1,795)
Balance at December 31, 2009	2,205	220	3,768	30,760	491	(17,364)	(58)
Net earnings attributable to BMS				3,102			
Cash dividends declared				(2,226)			
Stock repurchase program					23	(587)	
Employee stock compensation plans			(86)		(13)	497	
Net earnings attributable to non-controlling interest							2,091
Distributions							(2,108)
Balance at December 31, 2010	2,205	220	3,682	31,636	501	(17,454)	(75)
Net earnings attributable to BMS				3,709			
Cash dividends declared				(2,276)			
Stock repurchase program					42	(1,226)	
Employee stock compensation plans			(568)		(28)	1,278	
Net earnings attributable to non-controlling interest							2,333
Other comprehensive income attributable to noncontrolling interest							7
Distributions							(2,354)
Balance at December 31, 2011	2,205	220	$ 3,114	$ 33,069	515	$ (17,402)	$ (89)

Treasury stock is recognized at the cost to reacquire the shares. Treasury shares acquired from the Mead Johnson split-off were recognized at the fair value of the stock as of the split-off date. Shares issued from treasury are recognized utilizing the first-in first-out method.

In May 2010, the Board of Directors authorized the repurchase of up to $3.0 billion of common stock. Repurchases may be made either in the open market or through private transactions, including under repurchase plans established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The stock repurchase program does not have an expiration date and may be suspended or discontinued at any time.

Noncontrolling interest is primarily related to the partnerships with Sanofi for the territory covering the Americas for net sales of PLAVIX*. Net earnings attributable to noncontrolling interest are presented net of taxes of $792 million in 2011, $683 million in 2010 and $589 million in 2009, in the consolidated statements of earnings with a corresponding increase to the provision for income taxes. Distribution of the partnership profits to Sanofi and Sanofi s funding of ongoing partnership operations occur on a routine basis. The above activity includes the pre-tax income and distributions related to these partnerships. Net earnings from noncontrolling interest included in discontinued operations was $69 million in 2009.

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The accumulated balances related to each component of other comprehensive income/(loss) (OCI), net of taxes, were as follows:

Dollars in Millions	Foreign Currency Translation	Derivatives Qualifying as Effective Hedges	Pension and Other Postretirement Benefits	Available for Sale Securities	Accumulated Other Comprehensive Income/(Loss)
Balance at January 1, 2009	$ (424)	$ 14	$ (2,258)	$ (51)	$ (2,719)
Other comprehensive income/(loss)	81	(44)	100	41	178
Balance at December 31, 2009	(343)	(30)	(2,158)	(10)	(2,541)
Other comprehensive income/(loss)	121	10	(5)	44	170
Balance at December 31, 2010	(222)	(20)	(2,163)	34	(2,371)
Other comprehensive income/(loss)	(16)	56	(742)	28	(674)
Balance at December 31, 2011	$ (238)	$ 36	$ (2,905)	$ 62	$ (3,045)

Note 19. PENSION, POSTRETIREMENT AND POSTEMPLOYMENT LIABILITIES

The Company and certain of its subsidiaries sponsor defined benefit pension plans, defined contribution plans and termination indemnity plans for regular full-time employees. The principal defined benefit pension plan is the Bristol-Myers Squibb Retirement Income Plan, which covers most U.S. employees and represents approximately 70% of the consolidated pension plan assets and obligations. The funding policy is to contribute at least the minimum amount required by the Employee Retirement Income Security Act of 1974 (ERISA). Plan benefits are based primarily on the participant s years of credited service and final average compensation. Plan assets consist principally of equity and fixed-income securities.

Comprehensive medical and group life benefits are provided for substantially all U.S. retirees who elect to participate in comprehensive medical and group life plans. The medical plan is contributory. Contributions are adjusted periodically and vary by date of retirement. The life insurance plan is noncontributory. Plan assets consist principally of equity and fixed-income securities. Similar plans exist for employees in certain countries outside of the U.S.

The net periodic benefit cost of defined benefit pension and postretirement benefit plans includes:

	Pension Benefits			Other Benefits		
Dollars in Millions	2011	2010	2009	2011	2010	2009
Service cost benefits earned during the year	$ 43	$ 44	$ 178	$ 8	$ 6	$ 6
Interest cost on projected benefit obligation	337	347	381	26	30	37
Expected return on plan assets	(464)	(453)	(453)	(26)	(24)	(19)
Amortization of prior service cost/(benefit)	(1)		4	(3)	(3)	(3)
Amortization of net actuarial loss	112	95	94	7	10	10
Curtailments	(3)	5	24	(1)		
Settlements	15	22	29			
Special termination benefits		1				
Total net periodic benefit cost	$ 39	$ 61	$ 257	$ 11	$ 19	$ 31
Continuing operations	$ 39	$ 61	$ 242	$ 11	$ 19	$ 28
Discontinued operations			15			3
Total net periodic benefit cost	$ 39	$ 61	$ 257	$ 11	$ 19	$ 31

Net actuarial loss and prior service cost of $140 million is expected to be amortized from accumulated OCI into net periodic benefit cost for pension and postretirement benefit plans in 2012.

The U.S. Retirement Income Plan and several other plans were amended during June 2009. The amendments eliminate the crediting of future benefits relating to service effective December 31, 2009. Salary increases will continue to be considered for an additional five-year period in determining the benefit obligation related to prior service. The plan amendments were accounted for as a curtailment. As a result, the applicable plan assets and obligations were remeasured. The remeasurement resulted in a $455 million reduction to accumulated OCI ($295 million net of taxes) and a corresponding decrease to the funded status of the plan due to the curtailment, updated plan asset valuations and a change in the discount rate from 7.0% to 7.5%. A curtailment charge of $25 million was also recognized in other expense during the second quarter of 2009 for the remaining amount of unrecognized prior service cost. In addition, all participants were reclassified as inactive for benefit plan purposes and actuarial gains and losses will be amortized over the expected weighted-average remaining lives of plan participants (32 years).

In connection with the plan amendment, contributions to principal defined contribution plans in the U.S. and Puerto Rico increased effective January 1, 2010. The net impact of the above actions is expected to reduce the future retiree benefit costs, although future costs will continue to be subject to market conditions and other factors including actual and expected plan asset performance, interest rate fluctuations and lump-sum benefit payments.

In 2009, certain plan assets and related obligations were transferred from the U.S. Retirement Income Plan and several other plans to new plans sponsored by Mead Johnson for active Mead Johnson participants resulting in a $170 million reduction to accumulated OCI ($110 million net of taxes) in the first quarter of 2009 and a corresponding decrease to the funded status of the plan due to updated plan asset valuations and a change in the discount rate from 6.5% to 7.0%.

Changes in defined benefit and postretirement benefit plan obligations, assets, funded status and amounts recognized in the consolidated balance sheets were as follows:

	Pension Benefits		Other Benefits	
Dollars in Millions	**2011**	**2010**	**2011**	**2010**
Benefit obligations at beginning of year	$ 6,704	$ 6,386	$ 589	$ 579
Service cost benefits earned during the year	43	44	8	6
Interest cost	337	347	26	30
Plan participants contributions	3	3	25	25
Curtailments	(3)	2	(1)	
Settlements	(41)	(50)	(2)	
Plan amendments	(40)		(1)	
Actuarial losses	876	397	6	16
Retiree Drug Subsidy			12	10
Benefits paid	(386)	(377)	(79)	(78)
Special termination benefits		1		
Exchange rate losses/(gains)	6	(49)	(1)	1
Benefit obligations at end of year	$ 7,499	$ 6,704	$ 582	$ 589
Fair value of plan assets at beginning of year	$ 5,766	$ 5,103	$ 315	$ 278
Actual return on plan assets	66	697	10	37
Employer contributions	432	431	24	43
Plan participants contributions	3	3	25	25
Settlements	(41)	(50)	(2)	
Retiree Drug Subsidy			12	10
Benefits paid	(386)	(377)	(79)	(78)
Exchange rate gains/(losses)	2	(41)		
Fair value of plan assets at end of year	$ 5,842	$ 5,766	$ 305	$ 315
Funded status	$ (1,657)	$ (938)	$ (277)	$ (274)
Assets/Liabilities recognized:				
Other assets	$ 39	$ 37	$	$
Accrued expenses	(33)	(33)	(12)	(13)
Pension and other postretirement liabilities	(1,663)	(942)	(265)	(261)
Funded status	$ (1,657)	$ (938)	$ (277)	$ (274)
Recognized in accumulated other comprehensive loss:				
Net actuarial loss	$ 4,297	$ 3,150	$ 166	$ 151
Net obligation at adoption	1	1		
Prior service cost/(benefit)	(39)		(8)	(10)
Total	$ 4,259	$ 3,151	$ 158	$ 141

The accumulated benefit obligation for all defined benefit pension plans was $7,322 million and $6,407 million at December 31, 2011 and 2010, respectively.

Additional information related to pension plans was as follows:

Dollars in Millions	2011	2010
Pension plans with projected benefit obligations in excess of plan assets:		
Projected benefit obligation	$ 7,236	$ 6,436
Fair value of plan assets	5,540	5,461
Pension plans with accumulated benefit obligations in excess of plan assets:		
Accumulated benefit obligation	$ 6,867	$ 6,112
Fair value of plan assets	5,327	5,415

Actuarial Assumptions

Weighted-average assumptions used to determine benefit obligations at December 31 were as follows:

	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Discount rate	4.4%	5.2%	4.1%	4.8%
Rate of compensation increase	2.3%	2.4%	2.0%	2.0%

Weighted-average actuarial assumptions used to determine net periodic benefit cost for the years ended December 31 were as follows:

	Pension Benefits			Other Benefits		
	2011	2010	2009	2011	2010	2009
Discount rate	5.2%	5.6%	6.9%	4.8%	5.5%	7.0%
Expected long-term return on plan assets	8.3%	8.3%	8.2%	8.8%	8.8%	8.8%
Rate of compensation increase	2.4%	3.7%	3.6%	2.0%	3.5%	3.5%

The yield on high quality corporate bonds that matches the duration of the benefit obligations is used in determining the discount rate. The Citigroup Pension Discount curve is used in developing the discount rate for the U.S. plans.

Several factors are considered in developing the expected return on plan assets, including long-term historical returns and input from external advisors. Individual asset class return forecasts were developed based upon market conditions, for example, price-earnings levels and yields and long-term growth expectations. The expected long-term rate of return is the weighted-average of the target asset allocation of each individual asset class. Historical long-term actual annualized returns for U.S. pension plans were as follows:

	2011	2010	2009
10 years	5.6%	4.7%	3.6%
15 years	7.0%	7.9%	8.4%
20 years	8.1%	9.3%	8.4%

Pension and postretirement liabilities were increased by $1.3 billion at December 31, 2011 with a corresponding charge to other comprehensive income as a result of lower than expected return on plan assets ($414 million) and actuarial losses attributed to the benefit obligation ($882 million). These actuarial losses resulted from prevailing equity and fixed income market conditions and a reduction in interest rates in 2011.

The expected return on plan assets was determined using the expected rate of return and a calculated value of assets, referred to as the market-related value. The market-related value exceeded the fair value of plan assets by $151 million at December 31, 2011. The fair value of plan assets exceeded the market-related value by $313 million at December 31, 2010. Differences between the assumed and actual returns are amortized to the market-related value on a straight-line basis over a three-year period.

Gains and losses have resulted from changes in actuarial assumptions (such as changes in the discount rate) and from differences between assumed and actual experience (such as differences between actual and expected return on plan assets). These gains and losses (except those differences being amortized to the market-related value) are only amortized to the extent they exceed 10% of the higher of the market-related value or the projected benefit obligation for each respective plan. As a result, approximately $900 million related to pension benefits is not expected to be amortized during 2012. The majority of the remaining actuarial losses are amortized over the life expectancy of the plans participants for U.S. plans and expected remaining service periods for most other plans.

Assumed healthcare cost trend rates at December 31 were as follows:

	2011	2010	2009
Healthcare cost trend rate assumed for next year	7.4%	7.9%	8.4%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.5%	4.5%	4.5%
Year that the rate reaches the ultimate trend rate	2018	2018	2018

Assumed healthcare cost trend rates have an effect on the amounts reported for the healthcare plans. A one-percentage-point change in assumed healthcare cost trend rates would have the following effects:

Dollars in Millions	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on total of service and interest cost	$ 1	$ (1)
Effect on postretirement benefit obligation	15	(11)

Plan Assets

The fair value of pension and postretirement plan assets by asset category at December 31, 2011 and 2010 was as follows:

	December 31, 2011				December 31, 2010			
Dollars in Millions	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Equity Funds	$ 236	$ 1,559	$ 4	$ 1,799	$ 237	$ 1,665	$ 7	$ 1,909
Equity Securities	1,679			1,679	1,752			1,752
Fixed Income Funds	203	419		622	181	367		548
Venture Capital and Limited Partnerships			408	408			415	415
Government Mortgage Backed Securities		372	8	380		391		391
Corporate Debt Securities		315	10	325		309	14	323
Short-Term Investment Funds		306		306		244		244
U.S. Treasury and Agency Securities		304		304	26	112		138
Insurance Contracts			125	125			144	144
Event Driven Hedge Funds		86		86		86		86
Collateralized Mortgage Obligation Bonds		63	7	70		87	10	97
State and Municipal Bonds		34		34		24		24
Asset Backed Securities		17	4	21		24	7	31
Real Estate		12		12		11		11
Cash and Cash Equivalents	(24)			(24)	(32)			(32)
Total plan assets at fair value	$ 2,094	$ 3,487	$ 566	$ 6,147	$ 2,164	$ 3,320	$ 597	$ 6,081

The investment valuation policies per investment class are as follows:

Level 1 inputs utilize quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs. These instruments include equity securities, equity funds, and fixed income funds publicly traded on a national securities exchange, U.S. treasury and agency securities, and cash and cash equivalents. Cash and cash equivalents are highly liquid investments with original maturities of three months or less at the time of purchase and are recognized at cost, which approximates fair value. Pending trade sales and purchases are included in cash and cash equivalents until final settlement.

Level 2 inputs include observable prices for similar instruments, quoted prices for identical or similar instruments in markets that are not active, and other observable inputs that can be corroborated by market data for substantially the full term of the assets or liabilities. Equity funds, fixed income funds, event driven hedge funds and short-term investment funds classified as Level 2 within the fair value hierarchy are valued at the net asset value of their shares held at year end. Corporate debt securities, government mortgage backed securities, collateralized mortgage obligation bonds, asset backed securities, U.S. treasury and agency securities, state and municipal bonds, and real estate interests classified as Level 2 within the fair value hierarchy are valued utilizing observable prices for similar instruments and quoted prices for identical or similar instruments in markets that are not active.

Level 3 unobservable inputs are used when little or no market data is available. Equity funds, venture capital and limited partnership investments classified as Level 3 within the fair value hierarchy are valued at estimated fair value. The estimated fair value is based on the fair value of the underlying investment values or cost plus or minus accumulated earnings or losses which approximates fair value. Insurance contract interests are carried at contract value, which approximates the estimated fair value and is based on the fair value of the underlying investment of the insurance company. Insurance contracts are held by certain foreign pension plans. Valuation models for corporate debt securities, collateralized mortgage obligation bonds and asset backed securities classified as Level 3 within the fair value hierarchy are based on estimated bids from brokers or other third-party vendor sources that utilize expected cash flow streams and collateral values including assessments of counterparty credit quality, default risk, discount rates and overall capital market liquidity.

The following summarizes the activity for financial assets utilizing Level 3 fair value measurements:

Dollars in Millions	Venture Capital and Limited Partnerships	Insurance Contracts	Other	Total
Fair value at January 1, 2010	$ 391	$ 141	$ 53	$ 585
Purchases	43	6	3	52
Sales	(2)	(17)	(19)	(38)
Settlements	(66)		(3)	(69)
Realized (losses)/gains	34		(2)	32
Unrealized gains/(losses)	15	14	7	36
Fair value at December 31, 2010	415	144	39	598
Purchases	53	8	5	66
Sales	(5)	(31)	(3)	(39)
Settlements	(48)		(4)	(52)
Realized (losses)/gains	56		3	59
Unrealized gains/(losses)	(63)	4	(7)	(66)
Fair value at December 31, 2011	$ 408	$ 125	$ 33	$ 566

The investment strategy emphasizes equities in order to achieve higher expected returns and lower expenses and required cash contributions over the long-term. A target asset allocation of 70% public equity (58% U.S. and 12% international), 8% private equity and 22% fixed income is maintained for the U.S. pension plans. Investments are well diversified within each of the three major asset categories. Approximately 82% of the U.S. pension plans equity investments are actively managed. Venture capital and limited partnerships are typically valued on a three month lag. Bristol-Myers Squibb Company common stock represents less than 1% of the plan assets at December 31, 2011 and 2010.

Contributions

Contributions to the U.S. pension plans were $343 million in 2011, $341 million in 2010 and $656 million in 2009 (including $27 million by Mead Johnson). Contributions to the U.S. pension plans are expected to approximate $340 million during 2012, of which $300 million was contributed in January 2012.

Contributions to the international pension plans were $88 million in 2011, $90 million in 2010 and $133 million in 2009. Contributions to the international plans are expected to range from $75 million to $90 million in 2012.

Estimated Future Benefit Payments

Dollars in Millions	Pension Benefits	Other Benefits
2012	$ 384	$ 50
2013	395	51
2014	406	47
2015	407	45
2016	415	44
Years 2017 2021	2,083	202

Savings Plan

The principal defined contribution plan is the Bristol-Myers Squibb Savings and Investment Program. The contribution is based on employee contributions and the level of Company match. The qualified defined contribution plans were amended to allow for increased matching and additional Company contributions effective in 2010. The expense related to the plan was $181 million in 2011, $188 million in 2010 and $50 million in 2009.

Post Employment Benefit Plan

Post-employment liabilities for long-term disability benefits were $92 million at both December 31, 2011 and 2010. The expense related to these benefits was $18 million in 2011 and 2010 and $21 million in 2009.

Termination Indemnity Plans

Statutory termination obligations in Europe are recognized on an undiscounted basis assuming employee termination at each measurement date. The liability recognized for these obligations was $25 million at both December 31, 2011 and 2010.

Note 20. EMPLOYEE STOCK BENEFIT PLANS

On May 1, 2007, the shareholders approved the 2007 Stock Award and Incentive Plan (the 2007 Plan), which replaced the 2002 Stock Incentive Plan that expired on May 31, 2007. Shares of common stock reserved for issuance pursuant to stock plans, options and conversions of preferred stock were 302 million at December 31, 2011. Shares available to be granted for the active plans, adjusted for the combination of plans, were 108 million at December 31, 2011. Shares for the stock option exercise and share unit vesting are issued from treasury stock. Only shares actually delivered to participants in connection with an award after all restrictions have lapsed will reduce the number of shares reserved. Shares tendered in a prior year to pay the purchase price of options and shares previously utilized to satisfy withholding tax obligations upon exercise continue to be available and reserved.

Executive officers and key employees may be granted options to purchase common stock at no less than the market price on the date the option is granted. Options generally become exercisable ratably over 4 years and have a maximum term of 10 years. Additionally, the plan provides for the granting of stock appreciation rights whereby the grantee may surrender exercisable rights and receive common stock and/or cash measured by the excess of the market price of the common stock over the option exercise price.

Common stock may be granted to key employees, subject to restrictions as to continuous employment. Restrictions expire over a four year period from date of grant. Compensation expense is recognized over the vesting period. A stock unit is a right to receive stock at the end of the specified vesting period but has no voting rights.

Beginning in 2010, market share units were granted to certain executives. Vesting of market share units is conditioned upon continuous employment until vesting date and the payout factor equals at least 60%. The payout factor is the share price on vesting date divided by share price on award date, with a maximum of 200%. The share price used in the payout factor is calculated using an average of the closing prices on the grant or vest date, and the nine trading days immediately preceding the grant or vest date. Vesting occurs ratably over four years.

Long-term performance awards have a three year cycle and are delivered in the form of a target number of performance share units. The number of shares ultimately issued is calculated based on actual performance compared to earnings targets and other performance criteria established at the beginning of the performance period. The awards have annual goals with a maximum payout of 167.5%. If threshold targets are not met for a performance period, no payment is made under the plan for that annual period. Vesting occurs at the end of the three year period.

Stock-based compensation expense is based on awards ultimately expected to vest and is recognized over the vesting period. Forfeitures are estimated based on historical experience at the time of grant and revised in subsequent periods if actual forfeitures differ from those estimates. Stock-based compensation expense was as follows:

	Years Ended December 31,		
Dollars in Millions	**2011**	**2010**	**2009**
Stock options	$ 27	$ 50	$ 78
Restricted stock	79	83	76
Market share units	23	13	
Long-term performance awards	32	47	29
Total stock-based compensation expense	$ 161	$ 193	$ 183
Continuing operations	$ 161	$ 193	$ 165
Discontinued operations			18
Total stock-based compensation expense	$ 161	$ 193	$ 183
Deferred tax benefit related to stock-based compensation expense	$ 56	$ 63	$ 60

Share-based compensation activities were as follows:

Shares in Thousands	Stock Options Number of Options Outstanding	Stock Options Weighted-Average Exercise Price of Shares	Restricted Stock Units Number of Nonvested Awards	Restricted Stock Units Weighted-Average Grant-Date Fair Value	Market Share Units Number of Nonvested Awards	Market Share Units Weighted-Average Grant-Date Fair Value	Long-Term Performance Awards Number of Nonvested Awards	Long-Term Performance Awards Weighted-Average Grant-Date Fair Value
Balance at January 1, 2011	104,724	$ 29.02	9,343	$ 21.53	1,248	$ 24.69	4,550	$ 19.83
Granted			3,358	26.04	1,353	25.83	1,642	25.30
Released/Exercised	(23,703)	23.49	(3,400)	21.92	(325)	24.70	(2,831)	18.89
Adjustments for actual payout					(17)	24.70	277	25.38
Forfeited	(10,797)	54.08	(885)	22.20	(277)	25.17	(227)	24.38
Balance at December 31, 2011	70,224	27.04	8,416	23.10	1,982	25.39	3,411	23.53

Total compensation costs related to share-based payment awards not yet recognized and the weighted-average period over which such awards are expected to be recognized at December 31, 2011 were as follows:

Dollars in Millions	Stock Options	Restricted Stock Units	Market Share Units	Long-Term Performance Awards
Unrecognized compensation cost	$ 13	$ 135	$ 27	$ 30
Expected weighted-average period in years of compensation cost to be recognized	1.1	2.5	2.9	1.5

Additional information related to share-based compensation awards is summarized as follows:

Amounts in Millions, except per share data	2011	2010	2009
Weighted-average grant date fair value (per share):			
Stock options	$	$	$ 3.60
Restricted stock units	26.04	24.80	17.77
Market share units	25.83	24.69	
Long-term performance awards	25.30	23.65	15.59
Fair value of options or awards that vested during the year:			
Stock options	$ 45	$ 73	$ 103
Restricted stock units	75	79	74
Market share units	8		
Long-term performance awards	21	56	21
Total intrinsic value of stock options exercised during the year	$ 154	$ 47	$ 6

The following table summarizes significant ranges of outstanding and exercisable options at December 31, 2011 (amounts in millions, except per share data):

Range of Exercise Prices	Options Outstanding Number Outstanding (in thousands)	Options Outstanding Weighted-Average Remaining Contractual Life (in years)	Options Outstanding Weighted-Average Exercise Price Per Share	Options Outstanding Aggregate Intrinsic Value	Options Exercisable Number Exercisable	Options Exercisable Weighted-Average Remaining Contractual Life (in years)	Options Exercisable Weighted-Average Exercise Price Per Share	Options Exercisable Aggregate Intrinsic Value
$1 - $20	13,062	7.16	$ 17.48	$ 232	5,997	7.14	$ 17.37	$ 107
$20 - $30	47,186	3.64	25.25	472	44,986	3.48	25.40	443

$30 - $40	28	3.82	30.97		28	3.82	30.97	
$40 and up	9,948	0.17	48.10		9,948	0.17	48.10	
	70,224	3.80	27.04	$ 704	60,959	3.33	28.32	$ 550

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, based on the closing stock price of $35.24 on December 31, 2011.

Fair Value Assumptions

The fair value of stock options was estimated on the grant date using the Black-Scholes option pricing model for stock options with a service condition, and a model applying multiple input variables that determine the probability of satisfying market conditions for options with service and market conditions. The following weighted-average assumptions were used in the valuation:

	2009
Expected volatility	35.8%
Risk-free interest rate	2.4%
Dividend yield	5.7%
Expected life	7.0 yrs

The expected volatility assumption required in the Black-Scholes model was derived by calculating a 10-year historical volatility and weighting that equally with the derived implied volatility. The blended historical and implied volatility approach of expected volatility is believed to be more representative of future stock price trends than using only historical volatility.

The risk-free interest rate assumption is based upon the U.S. Treasury yield curve in effect on the grant date. The dividend yield assumption is based on historical and expected dividend payouts.

The expected life of stock options represents the weighted-average period the stock options will remain outstanding and is a derived output of a lattice-binomial model. The expected life is impacted by all of the underlying assumptions and calibration of the model. The model assumes that employees exercise behavior is a function of the option s remaining vested life and the extent to which the option is in-the-money. The model estimates the probability of exercise as a function of these two variables based on historical exercises and cancellations on prior option grants made.

The fair value of restricted stock units and long-term performance awards is determined based on the closing trading price of the Company s common stock on the grant date. Beginning in 2010, the fair value of performance share units granted was not discounted because they participate in dividends. The fair value of performance share units granted prior to 2010 was discounted using the risk-free interest rate on the date of grant because they do not participate in dividends.

The fair value of the market share units was estimated on the date of grant using a model applying multiple input variables that determine the probability of satisfying market conditions. The model uses the following input variables:

	2011	2010
Expected volatility	24.3%	24.8%
Risk-free interest rate	1.8%	1.9%
Dividend yield	4.9%	5.8%

Expected volatility is based on the four year historical volatility levels on the Company s common stock and the current implied volatility. The four-year risk-free interest rate was derived from the Federal Reserve, based on the market share units contractual term. Expected dividend yield is based on historical dividend payments.

Note 21. LEASES

Minimum rental commitments for non-cancelable operating leases (primarily real estate and motor vehicles) in effect at December 31, 2011, were as follows:

Years Ending December 31,	Dollars in Millions
2012	$ 136
2013	122
2014	113
2015	96
2016	93

Later years		162
Total minimum rental commitments	$	722

Operating lease expense was $136 million in 2011, $145 million in 2010 and $149 million in 2009, of which $17 million in 2009 was included in discontinued operations. Sublease income was not material for the years ended December 31, 2011, 2010 and 2009.

Note 22. LEGAL PROCEEDINGS AND CONTINGENCIES

The Company and certain of its subsidiaries are involved in various lawsuits, claims, government investigations and other legal proceedings that arise in the ordinary course of business. The Company recognizes accruals for such contingencies when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. These matters involve patent infringement, antitrust, securities, pricing, sales and marketing practices, environmental, commercial, health and safety matters, consumer fraud, employment matters, product liability and insurance coverage. Litigation expense, net included a $41 million insurance reimbursement from prior litigation offset by additional reserves for certain average wholesale prices (AWP) litigation in 2010, and a $125 million securities litigation settlement in 2009. Legal proceedings that are material or that the Company believes could become material are described below.

Although the Company believes it has substantial defenses in these matters, there can be no assurance that there will not be an increase in the scope of pending matters or that any future lawsuits, claims, government investigations or other legal proceedings will not be material. Unless otherwise noted, the Company is unable to assess the outcome of the respective litigation nor is it able to provide an estimated range of potential loss. Furthermore, failure to enforce our patent rights would likely result in substantial decreases in the respective product sales from generic competition.

INTELLECTUAL PROPERTY

PLAVIX* Litigation U.S.

Patent Infringement Litigation against Apotex and Related Matters

As previously disclosed, the Company s U.S. territory partnership under its alliance with Sanofi is a plaintiff in a pending patent infringement lawsuit instituted in the United States District Court for the Southern District of New York (District Court) entitled Sanofi-Synthelabo, Sanofi-Synthelabo, Inc. and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Apotex. The suit is based on U.S. Patent No. 4,847,265 (the 265 Patent), a composition of matter patent, which discloses and claims, among other things, the hydrogen sulfate salt of clopidogrel, a medicine made available in the U.S. by the Companies as PLAVIX*. Also, as previously reported, the District Court upheld the validity and enforceability of the 265 Patent, maintaining the main patent protection for PLAVIX* in the U.S. through the life of the patent term which now expires on May 17, 2012. The District Court also ruled that Apotex s generic clopidogrel bisulfate product infringed the 265 Patent and permanently enjoined Apotex from engaging in any activity that infringes the 265 Patent, including marketing its generic product in the U.S. until after the patent expires.

Apotex appealed the District Court s decision and on December 12, 2008, the United States Court of Appeals for the Federal Circuit (Circuit Court) affirmed the District Court s ruling sustaining the validity of the 265 Patent. Apotex filed a petition with the Circuit Court for a rehearing *en banc*, and in March 2009, the Circuit Court denied Apotex s petition. The case was remanded to the District Court for further proceedings relating to damages. In July 2009, Apotex filed a petition for writ of certiorari with the U.S. Supreme Court requesting the Supreme Court to review the Circuit Court s decision. In November 2009, the U.S. Supreme Court denied the petition, declining to review the Circuit Court s decision. In December 2009, the Companies filed a motion in the District Court for summary judgment on damages, and in January 2010, Apotex filed a motion seeking a stay of the ongoing damages proceedings pending the outcome of the reexamination of the PLAVIX* patent by the U.S. Patent and Trademark Office (PTO) described below. In April 2010, the District Court denied Apotex s motion to stay the proceedings. In October 2010, the District Court granted the Companies summary judgment motion and awarded $442 million in damages plus costs and interest. Apotex appealed the amount of the damages award; however, the validity of the patent claiming clopidogrel bisulfate has been finally judicially determined in favor of the Companies maintaining patent protection and market exclusivity for PLAVIX* in the U.S. until May 17, 2012 (including additional six-month pediatric exclusivity period). In October 2011, the Circuit Court upheld the $442 million damages award and reversed the District Court s award of prejudgment interest. In February 2012, the Companies received payment of the $442 million damages award plus costs and post-judgment interest of which BMS received $172 million.

As previously disclosed, the Company s U.S. territory partnership under its alliance with Sanofi is also a plaintiff in five additional patent infringement lawsuits against Dr. Reddy s Laboratories, Inc. and Dr. Reddy s Laboratories, LTD (Dr. Reddy s), Teva Pharmaceuticals USA, Inc. (Teva), Cobalt Pharmaceuticals Inc. (Cobalt), Watson Pharmaceuticals, Inc. and Watson Laboratories, Inc. (Watson) and Sun Pharmaceuticals (Sun). The lawsuits against Dr. Reddy s, Teva and Cobalt relate to the 265 Patent. In May 2009, Dr. Reddy s signed a consent judgment in favor of Sanofi and BMS conceding the validity and infringement of the 265 Patent. As previously reported, the patent infringement actions against Teva and Cobalt were stayed pending resolution of the Apotex litigation, and the parties to those actions agreed to be bound by the outcome of the litigation against Apotex. Consequently, on July 12, 2007, the District Court entered judgments against Cobalt and Teva and permanently enjoined Cobalt and Teva from engaging in any activity that infringes the 265 Patent until after the patent expires. Cobalt and Teva each filed an appeal. In July 2009, the Circuit Court issued a mandate in the Teva appeal binding Teva to the decision in the Apotex litigation. In August 2009, Cobalt consented to entry of judgment in its appeal agreeing to be bound by Circuit Court s decision in the Apotex litigation. The lawsuit against Watson, filed in October 2004, was based on U.S. Patent No. 6,429,210 (the 210 Patent), which discloses and claims a particular crystalline or polymorph form of the hydrogen sulfate salt of clopidogrel, which is marketed as PLAVIX*. In December 2005, the Court

permitted

Watson to pursue its declaratory judgment counterclaim with respect to U.S. Patent No. 6,504,030. In January 2006, the Court approved the parties stipulation to stay this case pending the outcome of the trial in the Apotex matter. On May 1, 2009, BMS and Watson entered into a stipulation to dismiss the case. In April 2007, Pharmastar filed a request for *inter partes* reexamination of the 210 Patent at the PTO. The PTO granted this request in July of 2007 and in July 2009, the PTO vacated the reexamination proceeding. The lawsuit against Sun, filed on July 11, 2008, was based on infringement of the 265 Patent and the 210 Patent. With respect to the 265 Patent, Sun agreed to be bound by the outcome of the Apotex litigation. With respect to the 210 Patent, the parties have settled and in December 2011, the case was dismissed.

Additionally, on November 13, 2008, Apotex filed a lawsuit in New Jersey Superior Court entitled, *Apotex Inc., et al. v. sanofi-aventis, et al*., seeking payment of $60 million, plus interest, related to the break-up of the March 2006 proposed settlement agreement. In April 2011, the New Jersey Superior Court granted the Companies cross-motion for summary judgment motion and denied Apotex s motion for summary judgment. Apotex has appealed these decisions. It is not possible at this time to determine the outcome of any appeal from the New Jersey Superior Court s decisions.

In January 2011, Apotex filed a lawsuit in Florida State Court, Broward County, alleging breach of contract relating to the parties May 2006 proposed settlement agreement. Discovery is ongoing.

PLAVIX* Litigation International

PLAVIX* Australia

As previously disclosed, Sanofi was notified that, in August 2007, GenRx Proprietary Limited (GenRx) obtained regulatory approval of an application for clopidogrel bisulfate 75mg tablets in Australia. GenRx, formerly a subsidiary of Apotex, has since changed its name to Apotex. In August 2007, Apotex filed an application in the Federal Court of Australia seeking revocation of Sanofi s Australian Patent No. 597784 (Case No. NSD 1639 of 2007). Sanofi filed counterclaims of infringement and sought an injunction. On September 21, 2007, the Australian court granted Sanofi s injunction. A subsidiary of the Company was subsequently added as a party to the proceedings. In February 2008, a second company, Spirit Pharmaceuticals Pty. Ltd., also filed a revocation suit against the same patent. This case was consolidated with the Apotex case and a trial occurred in April 2008. On August 12, 2008, the Federal Court of Australia held that claims of Patent No. 597784 covering clopidogrel bisulfate, hydrochloride, hydrobromide, and taurocholate salts were valid. The Federal Court also held that the process claims, pharmaceutical composition claims, and claim directed to clopidogrel and its pharmaceutically acceptable salts were invalid. The Company and Sanofi filed notices of appeal in the Full Court of the Federal Court of Australia (Full Court) appealing the holding of invalidity of the claim covering clopidogrel and its pharmaceutically acceptable salts, process claims, and pharmaceutical composition claims which have stayed the Federal Court s ruling. Apotex filed a notice of appeal appealing the holding of validity of the clopidogrel bisulfate, hydrochloride, hydrobromide, and taurocholate claims. A hearing on the appeals occurred in February 2009. On September 29, 2009, the Full Federal Court of Australia held all of the claims of Patent No. 597784 invalid. In November 2009, the Company and Sanofi applied to the High Court of Australia (High Court) for special leave to appeal the judgment of the Full Court. In March 2010, the High Court denied the Company and Sanofi s request to hear the appeal of the Full Court decision. The case has been remanded to the Federal Court for further proceedings related to damages. It is expected the amount of damages will not be material to the Company.

PLAVIX* EU

As previously disclosed, in 2007, YES Pharmaceutical Development Services GmbH (YES Pharmaceutical) filed an application for marketing authorization in Germany for an alternate salt form of clopidogrel. This application relied on data from studies that were originally conducted by Sanofi and BMS for PLAVIX* and were still the subject of data protection in the EU. Sanofi and BMS have filed an action against YES Pharmaceutical and its partners in the administrative court in Cologne objecting to the marketing authorization. This matter is currently pending, although these specific marketing authorizations now have been withdrawn from the market.

PLAVIX* Canada (Apotex, Inc.)

On April 22, 2009, Apotex filed an impeachment action against Sanofi in the Federal Court of Canada alleging that Sanofi s Canadian Patent No. 1,336,777 (the 777 Patent) is invalid. The 777 Patent covers clopidogrel bisulfate and was the patent at issue in the prohibition action in Canada previously disclosed in which the Canadian Federal Court of Ottawa rejected Apotex s challenge to the 777 Patent, held that the asserted claims are novel, not obvious and infringed, and granted Sanofi s application for an order of prohibition against the Minister of Health and Apotex, precluding approval of Apotex s Abbreviated New Drug Submission until the patent expires in August 2012, which decision was affirmed on appeal by both the Federal Court of Appeal and the Supreme Court of Canada. On June 8, 2009, Sanofi filed its defense to the impeachment action and filed a suit against Apotex for infringement of the 777 Patent. The trial was completed in June 2011 and in December 2011, the Federal Court issued a decision that the 777 Patent is invalid. Sanofi is appealing this decision though generic companies have entered the market.

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OTHER INTELLECTUAL PROPERTY LITIGATION

ABILIFY*

As previously disclosed, Otsuka has filed patent infringement actions against Teva, Barr Pharmaceuticals, Inc. (Barr), Sandoz Inc. (Sandoz), Synthon Laboratories, Inc (Synthon), Sun Pharmaceuticals (Sun), Zydus Pharmaceuticals USA, Inc. (Zydus), and Apotex relating to U.S. Patent No. 5,006,528, (528 Patent) which covers aripiprazole and expires in April 2015 (including the additional six-month pediatric exclusivity period). Aripiprazole is comarketed by the Company and Otsuka in the U.S. as ABILIFY*. A non-jury trial in the U.S. District Court for the District of New Jersey (NJ District Court) against Teva/Barr and Apotex was completed in August 2010. In November 2010, the NJ District Court upheld the validity and enforceability of the 528 Patent, maintaining the main patent protection for ABILIFY* in the U.S. until April 2015. The NJ District Court also ruled that the defendants generic aripiprazole product infringed the 528 Patent and permanently enjoined them from engaging in any activity that infringes the 528 Patent, including marketing their generic product in the U.S. until after the patent (including the six-month pediatric extension) expires. Sandoz, Synthon, Sun and Zydus are also bound by the NJ District Court s decision. In December 2010, Teva/Barr and Apotex appealed this decision to the U.S. Court of Appeals for the Federal Circuit. Oral argument was held in February 2012.

It is not possible at this time to determine the outcome of any appeal of the NJ District Court s decision. If Otsuka were not to prevail in an appeal, generic competition would likely result in substantial decreases in the sales of ABILIFY* in the U.S., which would have a material adverse effect on the results of operations and cash flows and could be material to financial condition.

ATRIPLA*

In April 2009, Teva filed an aNDA to manufacture and market a generic version of ATRIPLA*. ATRIPLA* is a single tablet three-drug regimen combining the Company s SUSTIVA and Gilead s TRUVADA*. As of this time, the Company s U.S. patent rights covering SUSTIVA s composition of matter and method of use have not been challenged. Teva sent Gilead a Paragraph IV certification letter challenging two of the fifteen Orange Book listed patents for ATRIPLA*. ATRIPLA* is the product of a joint venture between the Company and Gilead. In May 2009, Gilead filed a patent infringement action against Teva in the U.S. District Court for the Southern District of New York (SDNY). In January 2010, the Company received a notice that Teva has amended its aNDA and is challenging eight additional Orange Book listed patents for ATRIPLA*. In March 2010, the Company and Merck, Sharp & Dohme Corp. filed a patent infringement action against Teva also in the SDNY relating to two U.S. Patents which claim crystalline or polymorph forms of efavirenz. In March 2010, Gilead filed two patent infringement actions against Teva in the SDNY relating to six Orange Book listed patents for ATRIPLA*. Discovery in these matters is ongoing. It is not possible at this time to reasonably assess the outcome of these lawsuits or their impact on the Company.

BARACLUDE

In August 2010, Teva filed an aNDA to manufacture and market generic versions of BARACLUDE. The Company received a Paragraph IV certification letter from Teva challenging the one Orange Book listed patent for BARACLUDE, U.S. Patent No. 5,206,244. In September 2010, the Company filed a patent infringement lawsuit in the Delaware District Court against Teva for infringement of the listed patent covering BARACLUDE, which triggered an automatic 30-month stay of approval of Teva s aNDA. Discovery in this matter is ongoing. It is not possible at this time to reasonably assess the outcome of this lawsuit or its impact on the Company. A trial is currently scheduled for October 2012.

SPRYCEL

In September 2010, Apotex filed an aNDA to manufacture and market generic versions of SPRYCEL. The Company received a Paragraph IV certification letter from Apotex challenging the four Orange Book listed patents for SPRYCEL, including the composition of matter patent. In November 2010, the Company filed a patent infringement lawsuit in the U.S. District Court for the District of New Jersey against Apotex for infringement of the four Orange Book listed patents covering SPRYCEL, which triggered an automatic 30-month stay of approval of Apotex s aNDA. In October 2011, the Company received a Paragraph IV notice letter from Apotex informing the Company that it is seeking approval of generic versions of the 80 mg and 140 mg dosage strengths of SPRYCEL and challenging the same four Orange Book listed patents. In November 2011, BMS filed a patent infringement suit against Apotex on the 80 mg and 140 mg dosage strengths in the New Jersey District Court. This case has been consolidated with the suit filed in November 2010. Discovery in this matter is ongoing. It is not possible at this time to reasonably assess the outcome of this lawsuit or its impact on the Company.

SUSTIVA EU

In January 2012, Teva obtained a European marketing authorization for Efavirenz Teva 600 mg tablets. In February 2012, the Company and Merck Sharp & Dohme (Merck) filed lawsuits and requests for injunctions against Teva in the Netherlands, Germany and the U.K. for infringement of Merck s European Patent No. 0582455 and Supplementary Protection Certificates expiring in November 2013. It is not possible

at this time to reasonably assess the outcome of these lawsuits or their impact on the Company.

GENERAL COMMERCIAL LITIGATION

Clayworth Litigation

As previously disclosed, the Company, together with a number of other pharmaceutical manufacturers, was named as a defendant in an action filed in California State Superior Court in Oakland, *James Clayworth et al. v. Bristol-Myers Squibb Company, et al*., alleging that the defendants conspired to fix the prices of pharmaceuticals by agreeing to charge more for their drugs in the U.S. than they charge outside the U.S., particularly Canada, and asserting claims under California s Cartwright Act and unfair competition law. The plaintiffs sought trebled monetary damages, injunctive relief and other relief. In December 2006, the Court granted the Company and the other manufacturers motion for summary judgment based on the pass-on defense, and judgment was then entered in favor of defendants. In July 2008, judgment in favor of defendants was affirmed by the California Court of Appeals. In July 2010, the California Supreme Court reversed the Court of Appeal s judgment and the matter was remanded to the Superior Court for further proceedings. In March 2011, the defendants motion for summary judgment was granted and judgment was entered in favor of the defendants. Plaintiffs have appealed this decision.

PRICING, SALES AND PROMOTIONAL PRACTICES LITIGATION AND INVESTIGATIONS

ABILIFY* Federal Subpoena

In January 2012, the Company received a subpoena from the United States Attorney s Office for the Southern District of New York requesting information related to, among other things, the sales and marketing of ABILIFY*. It is not possible at this time to assess the outcome of this matter or its potential impact on the Company.

ABILIFY* State Attorneys General Investigation

In March 2009, the Company received a letter from the Delaware Attorney General s Office advising of a multi-state coalition investigating whether certain ABILIFY* marketing practices violated those respective states consumer protection statutes. It is not possible at this time to reasonably assess the outcome of this investigation or its potential impact on the Company.

AWP Litigation

As previously disclosed, the Company, together with a number of other pharmaceutical manufacturers, has been a defendant in a number of private class actions as well as suits brought by the attorneys general of various states. In these actions, plaintiffs allege that defendants caused the Average Wholesale Prices (AWPs) of their products to be inflated, thereby injuring government programs, entities and persons who reimbursed prescription drugs based on AWPs. The Company is a defendant in four state attorneys general suits pending in state courts around the country. Beginning in August 2010, the Company was the defendant in a trial in the Commonwealth Court of Pennsylvania (Commonwealth Court), brought by the Commonwealth of Pennsylvania. In September 2010, the jury issued a verdict for the Company, finding that the Company was not liable for fraudulent or negligent misrepresentation; however, the Commonwealth Court Judge issued a decision on a Pennsylvania consumer protection claim that did not go to the jury, finding the Company liable for $28 million and enjoining the Company from contributing to the provision of inflated AWPs. The Company has moved to vacate the decision and the Commonwealth has moved for a judgment notwithstanding the verdict, which the Court denied. The Company and the Commonwealth have appealed the decision to the Pennsylvania Supreme Court.

Qui Tam Litigation

In March 2011, the Company was served with an unsealed qui tam complaint filed by three former sales representatives in California Superior Court, County of Los Angeles. The California Department of Insurance has elected to intervene in the lawsuit. The complaint alleges the Company paid kickbacks to California providers and pharmacies in violation of California Insurance Frauds Prevention Act, Cal. Ins. Code § 1871.7. It is not possible at this time to reasonably assess the outcome of this lawsuit or its impact on the Company.

PRODUCT LIABILITY LITIGATION

The Company is a party to various product liability lawsuits. As previously disclosed, in addition to lawsuits, the Company also faces unfiled claims involving its products.

PLAVIX*

As previously disclosed, the Company and certain affiliates of Sanofi are defendants in a number of individual lawsuits in various federal and state courts claiming personal injury damage allegedly sustained after using PLAVIX*. Currently, over 250 claims are filed primarily in state and Federal courts in New Jersey, Illinois, New York and Pennsylvania. The Company has also executed a tolling agreement with respect to unfiled claims by potential additional plaintiffs. It is not possible at this time to reasonably assess the outcome of these lawsuits or the potential impact on the Company.

Reglan

The Company is one of a number of defendants in numerous lawsuits, on behalf of approximately 2,500 plaintiffs, claiming personal injury allegedly sustained after using Reglan or another brand of the generic drug metoclopramide, a product indicated for gastroesophageal reflux and certain other gastrointestinal disorders. The Company, through its generic subsidiary, Apothecon, Inc., distributed metoclopramide tablets manufactured by another party between 1996 and 2000. It is not possible at this time to reasonably assess the outcome of these lawsuits or the potential impact on the Company.

Hormone Replacement Therapy

The Company is one of a number of defendants in a mass-tort litigation in which plaintiffs allege, among other things, that various hormone therapy products, including hormone therapy products formerly manufactured by the Company (ESTRACE*, Estradiol, DELESTROGEN* and OVCON*) cause breast cancer, stroke, blood clots, cardiac and other injuries in women, that the defendants were aware of these risks and failed to warn consumers. The Company has agreed to resolve the claims of approximately 400 plaintiffs. As of December 31, 2011, the Company remains a defendant in approximately 39 actively pending lawsuits in federal and state courts throughout the U.S. All of the Company s hormone therapy products were sold to other companies between January 2000 and August 2001.

ENVIRONMENTAL PROCEEDINGS

As previously reported, the Company is a party to several environmental proceedings and other matters, and is responsible under various state, federal and foreign laws, including the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), for certain costs of investigating and/or remediating contamination resulting from past industrial activity at the Company s current or former sites or at waste disposal or reprocessing facilities operated by third-parties.

CERCLA Matters

With respect to CERCLA matters for which the Company is responsible under various state, federal and foreign laws, the Company typically estimates potential costs based on information obtained from the U.S. Environmental Protection Agency, or counterpart state or foreign agency and/or studies prepared by independent consultants, including the total estimated costs for the site and the expected cost-sharing, if any, with other potentially responsible parties, and the Company accrues liabilities when they are probable and reasonably estimable. The Company estimated its share of future costs for these sites to be $69 million at December 31, 2011, which represents the sum of best estimates or, where no best estimate can reasonably be made, estimates of the minimal probable amount among a range of such costs (without taking into account any potential recoveries from other parties).

New Brunswick Facility Environmental & Personal Injury Lawsuits

Since May 2008, over 250 lawsuits have been filed against the Company in New Jersey Superior Court by or on behalf of current and former residents of New Brunswick, NJ who live or have lived adjacent to the Company s New Brunswick facility. The complaints either allege various personal injuries damages resulting from alleged soil and groundwater contamination on their property stemming from historical operations at the New Brunswick facility, or are claims for medical monitoring. A portion of these complaints also assert claims for alleged property damage. In October 2008, the New Jersey Supreme Court granted Mass Tort status to these cases and transferred them to the New Jersey Superior Court in Atlantic County for centralized case management purposes. The Company intends to defend itself vigorously in this litigation. Discovery is ongoing. In October 2011, 50 additional cases were filed in New Jersey Superior Court and removed by the Company to federal court in Trenton, NJ. Plaintiffs have moved to remand the cases to state court, which the Company has opposed. It is not possible at this time to reasonably assess the outcome of these lawsuits or the potential impact on the Company.

North Brunswick Township Board of Education

As previously disclosed, in October 2003, the Company was contacted by counsel representing the North Brunswick, NJ Board of Education (BOE) regarding a site where waste materials from E.R. Squibb and Sons may have been disposed from the 1940 s through the 1960 s. Fill material containing industrial waste and heavy metals in excess of residential standards was discovered during an expansion project at the North Brunswick Township High School, as well as at a number of neighboring residential properties and adjacent public park areas. In January 2004, the New Jersey Department of Environmental Protection (NJDEP) sent the Company and others an information request letter about possible waste disposal at the site, to which the Company responded in March 2004. The BOE and the Township, as the current owners of the school property and the park, are conducting and jointly financing soil remediation work and ground water investigation work under a work plan approved by NJDEP, and have asked the Company to contribute to the cost. The Company is actively monitoring the clean-up project, including its costs. To date, neither the school board

nor the Township has asserted any claim against the Company. Instead, the Company and the local entities have negotiated an agreement to attempt to resolve the matter by informal means, and avoid litigation. A central component of the agreement is the provision by the Company of interim funding to help defray cleanup costs and assure the work is not interrupted. The Company transmitted interim funding payments in December 2007 and November 2009. The parties commenced mediation in late 2008; however, those efforts were not successful and the parties moved to a binding allocation process. The parties are expected to conduct fact and expert discovery, followed by formal evidentiary hearings and written argument. Hearings likely will be scheduled for mid-to-late 2012. In addition, in September 2009, the Township and BOE filed suits against several other parties alleged to have contributed waste materials to the site. The Company does not currently believe that it is responsible for any additional amounts beyond the two interim payments totaling $4 million already transmitted. Any additional possible loss is not expected to be material.

OTHER PROCEEDINGS

Italy Investigation

In July 2011, the Public Prosecutor in Florence, Italy (Italian Prosecutor) initiated a criminal investigation against the Company s subsidiary in Italy (BMS Italy). The allegations against the Company relate to alleged activities of a former employee who left the Company in the 1990s. The Italian Prosecutor has requested as an interim measure that a judicial administrator be appointed to temporarily run the operations of BMS Italy. This request is pending before the Florence Court. It is not possible at this time to assess the outcome of this investigation or its potential impact on the Company.

SEC Germany Investigation

As previously disclosed, in October 2004, the SEC notified the Company that it was conducting an informal inquiry into the activities of certain of the Company s German pharmaceutical subsidiaries and its employees and/or agents. In October 2006, the SEC informed the Company that its inquiry had become formal. The SEC s inquiry encompasses matters formerly under investigation by the German prosecutor in Munich, Germany, which have since been resolved. The Company understands the inquiry concerns potential violations of the Foreign Corrupt Practices Act. The Company is cooperating with the SEC.

Note 23. SUBSEQUENT EVENT

On February 13, 2012, BMS completed its acquisition of 100% of the outstanding shares of Inhibitex, Inc. (Inhibitex), a clinical-stage biopharmaceutical company focused on developing products to prevent and treat serious infectious diseases, for an aggregate purchase price of approximately $2.5 billion. Acquisition related costs are expected to approximate $20 million and will be included in other expense. BMS obtained Inhibitex s lead asset, INX-189, an oral nucleotide polymerase (NS5B) inhibitor in Phase II development for the treatment of chronic hepatitis C infections as well as a few other programs in various stages of development. Although the preliminary purchase price allocation is currently in process; most of the purchase price is expected to be allocated to goodwill and INX-189.

Note 24. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Dollars in Millions, except per share data	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2011					
Net Sales	$ 5,011	$ 5,434	$ 5,345	$ 5,454	$ 21,244
Gross Margin	3,668	3,953	3,938	4,087	15,646
Net Earnings	1,367	1,307	1,355	1,231	5,260
Less Net Earnings Attributable to Noncontrolling Interest	381	405	386	379	1,551
Net Earnings Attributable to BMS	986	902	969	852	3,709
EPS - Basic[1]	$ 0.58	$ 0.53	$ 0.57	$ 0.50	$ 2.18
EPS - Diluted[1]	$ 0.57	$ 0.52	$ 0.56	$ 0.50	$ 2.16
Dividends declared per common share	$ 0.33	$ 0.33	$ 0.33	$ 0.34	$ 1.33
Cash and cash equivalents	$ 3,405	$ 3,665	$ 4,471	$ 5,776	$ 5,776
Marketable securities[2]	6,453	6,739	6,541	5,866	5,866

Dollars in Millions, except per share data	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2010					
Net Sales	$ 4,807	$ 4,768	$ 4,798	$ 5,111	$ 19,484
Gross Margin	3,501	3,491	3,518	3,697	14,207
Net Earnings	1,101	1,268	1,302	842	4,513
Less Net Earnings Attributable to Noncontrolling Interest	358	341	353	359	1,411
Net Earnings Attributable to BMS	743	927	949	483	3,102
EPS - Basic[1]	$ 0.43	$ 0.54	$ 0.55	$ 0.28	$ 1.80
EPS - Diluted[1]	$ 0.43	$ 0.53	$ 0.55	$ 0.28	$ 1.79
Dividends declared per common share	$ 0.32	$ 0.32	$ 0.32	$ 0.33	$ 1.29
Cash and cash equivalents	$ 5,135	$ 5,918	$ 7,581	$ 5,033	$ 5,033
Marketable securities[2]	4,638	4,331	3,340	4,949	4,949

(1) Earnings per share for the quarters may not add to the amounts for the year, as each period is computed on a discrete basis.
(2) Marketable securities includes current and non-current assets.

The following specified items affected the comparability of results in 2011 and 2010:

2011

Dollars in Millions	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
Provision for restructuring	$ 44	$ 40	$ 8	$ 24	$ 116
Accelerated depreciation, asset impairment and other shutdown costs	23	18	19	15	75
Pension curtailment and settlement charges				13	13
Process standardization implementation costs	4	10	5	10	29
Gain on sale of product lines, businesses and assets			(12)		(12)
Litigation charges/(recoveries)	(102)			80	(22)
Upfront, milestone and other licensing payments, net	88	50	69	(20)	187
IPRD impairment	15		13		28
Product liability charges	26		10	(5)	31
Total	98	118	112	117	445
Income taxes on items above	(28)	(34)	(37)	(37)	(136)
Specified tax benefit*	(56)	(15)		(26)	(97)
Decrease to Net Earnings	$ 14	$ 69	$ 75	$ 54	$ 212

* Relates to releases of tax reserves that were specified in prior periods.

2010

Dollars in Millions	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
Provision for restructuring	$ 11	$ 24	$ 15	$ 63	$ 113
Impairment and loss on sale of manufacturing operations	200	15	10	11	236
Accelerated depreciation, asset impairment and other shutdown costs	31	27	27	28	113
Pension curtailment and settlement charges		5	3	10	18
Process standardization implementation costs	13	6	8	8	35
Litigation charges/(recoveries)			22	(41)	(19)
Upfront, milestone and other licensing payments	55	17		60	132
IPRD impairment				10	10
Acquisition related items				10	10
Product liability charges			13	4	17
Total	310	94	98	163	665
Income taxes on items above	(86)	(18)	(30)	(46)	(180)
Out-of-period tax adjustment		(59)			(59)
Specified tax charge*				207	207
Decrease to Net Earnings	$ 224	$ 17	$ 68	$ 324	$ 633

* Relates to a tax charge from additional U.S. taxable income from earnings of foreign subsidiaries previously considered to be permanently reinvested offshore.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Bristol-Myers Squibb Company

We have audited the accompanying consolidated balance sheets of Bristol-Myers Squibb Company and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of earnings, comprehensive income, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Bristol-Myers Squibb Company and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 17, 2012 expressed an unqualified opinion on the Company s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 17, 2012

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of December 31, 2011, management carried out an evaluation, under the supervision and with the participation of its chief executive officer and chief financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures as such term is defined under Exchange Act Rule 13a-15(e). Based on this evaluation, management has concluded that as of December 31, 2011, such disclosure controls and procedures were effective.

Management s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of management, including the chief executive officer and chief financial officer, management assessed the effectiveness of internal control over financial reporting as of December 31, 2011 based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, management has concluded that the Company s internal control over financial reporting was effective at December 31, 2011 to provide reasonable assurance regarding the reliability of its financial reporting and the preparation of its financial statements for external purposes in accordance with United States generally accepted accounting principles. Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Deloitte & Touche LLP, an independent registered public accounting firm, has audited the Company s financial statements included in this report on Form 10-K and issued its report on the effectiveness of the Company s internal control over financial reporting as of December 31, 2011, which is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting during the quarter ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Bristol-Myers Squibb Company

We have audited the internal control over financial reporting of Bristol-Myers Squibb Company and subsidiaries (the Company) as of December 31, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2011 and our report dated February 17, 2012 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 17, 2012

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

(a) Reference is made to the 2012 Proxy Statement to be filed on or about March 20, 2012 with respect to the Directors of the Registrant, which is incorporated herein by reference and made a part hereof in response to the information required by Item 10.

(b) The information required by Item 10 with respect to the Executive Officers of the Registrant has been included in Part IA of this Form 10-K in reliance on General Instruction G of Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K.

Item 11. EXECUTIVE COMPENSATION.

Reference is made to the 2012 Proxy Statement to be filed on or about March 20, 2012 with respect to Executive Compensation, which is incorporated herein by reference and made a part hereof in response to the information required by Item 11.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Reference is made to the 2012 Proxy Statement to be filed on or about March 20, 2012 with respect to the security ownership of certain beneficial owners and management, which is incorporated herein by reference and made a part hereof in response to the information required by Item 12.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Reference is made to the 2012 Proxy Statement to be filed on or about March 20, 2012 with respect to certain relationships and related transactions, which is incorporated herein by reference and made a part hereof in response to the information required by Item 13.

Item 14. AUDITOR FEES.

Reference is made to the 2012 Proxy Statement to be filed on or about March 20, 2012 with respect to auditor fees, which is incorporated herein by reference and made a part hereof in response to the information required by Item 14.

PART IV

Item 15. EXHIBITS and FINANCIAL STATEMENT SCHEDULE.

(a)

		Page Number
1.	Consolidated Financial Statements	
	Consolidated Statements of Earnings	62
	Consolidated Statements of Comprehensive Income	63
	Consolidated Balance Sheets	64
	Consolidated Statements of Cash Flows	65
	Notes to Consolidated Financial Statements	66-106
	Report of Independent Registered Public Accounting Firm	107

All other schedules not included with this additional financial data are omitted because they are not applicable or the required information is included in the financial statements or notes thereto.

2.	Exhibits Required to be filed by Item 601 of Regulation S-K	113-116

The information called for by this Item is incorporated herein by reference to the Exhibit Index in this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRISTOL-MYERS SQUIBB COMPANY

(Registrant)

By **/s/ LAMBERTO ANDREOTTI**
Lamberto Andreotti
Chief Executive Officer

Date: February 17, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	**Title**	**Date**
/s/ Lamberto Andreotti (Lamberto Andreotti)	Chief Executive Officer and Director (Principal Executive Officer)	February 17, 2012
/s/ Charles Bancroft (Charles Bancroft)	Chief Financial Officer (Principal Financial Officer)	February 17, 2012
/s/ Joseph C. Caldarella (Joseph C. Caldarella)	Senior Vice President and Corporate Controller (Principal Accounting Officer)	February 17, 2012
/s/ James M. Cornelius (James M. Cornelius)	Chairman of the Board of Directors	February 17, 2012
/s/ Lewis B. Campbell (Lewis B. Campbell)	Director	February 17, 2012
/s/ Louis J. Freeh (Louis J. Freeh)	Director	February 17, 2012
/s/ Laurie H. Glimcher, M.D. (Laurie H. Glimcher, M.D.)	Director	February 17, 2012
/s/ Michael Grobstein (Michael Grobstein)	Director	February 17, 2012
/s/ Alan J. Lacy (Alan J. Lacy)	Director	February 17, 2012
/s/ Vicki L. Sato, Ph.D. (Vicki L. Sato, Ph.D.)	Director	February 17, 2012
/s/ Elliott Sigal, M.D., Ph.D. (Elliott Sigal, M.D., Ph.D.)	Director	February 17, 2012
/s/ Gerald l. storch	Director	February 17, 2012

(Gerald L. Storch)		
/s/ Togo D. West, Jr. (Togo D. West, Jr.)	Director	February 17, 2012
/s/ R. Sanders Williams, M.D. (R. Sanders Williams, M.D.)	Director	February 17, 2012

EXHIBIT INDEX

The Exhibits listed below are identified by numbers corresponding to the Exhibit Table of Item 601 of Regulation S-K. The Exhibits designated by two asterisks (**) are management contracts or compensatory plans or arrangements required to be filed pursuant to Item 15. An asterisk (*) in the Page column indicates that the Exhibit has been previously filed with the Commission and is incorporated herein by reference. Unless otherwise indicated, all Exhibits are part of Commission File Number 1-1136.

Exhibit No.	Description	Page No.
3a.	Amended and Restated Certificate of Incorporation of Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 3a to the Form 10-Q for the quarterly period ended June 30, 2005).	*
3b.	Certificate of Correction to the Amended and Restated Certificate of Incorporation, effective as of December 24, 2009 (incorporated herein by reference to Exhibit 3b to the Form 10-K for the fiscal year ended December 31, 2010).	*
3c.	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective as of May 7, 2010 (incorporated herein by reference to Exhibit 3a to the Form 8-K dated May 4, 2010 and filed on May 10, 2010).	*
3d.	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective as of May 7, 2010 (incorporated herein by reference to Exhibit 3b to the Form 8-K dated May 4, 2010 and filed on May 10, 2010).	*
3e.	Bylaws of Bristol-Myers Squibb Company, as amended as of May 4, 2010 (incorporated herein by reference to Exhibit 3.1 to the Form 8-K dated May 4, 2010 and filed on May 10, 2010).	*
4a.	Letter of Agreement dated March 28, 1984 (incorporated herein by reference to Exhibit 4 to the Form 10-K for the fiscal year ended December 31, 1983).	*
4b.	Indenture, dated as of June 1, 1993, between Bristol-Myers Squibb Company and JPMorgan Chase Bank (as successor trustee to The Chase Manhattan Bank (National Association)) (incorporated herein by reference to Exhibit 4.1 to the Form 8-K dated May 27, 1993 and filed on June 3, 1993).	*
4c.	Form of 7.15% Debenture due 2023 of Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 4.2 to the Form 8-K dated May 27, 1993 and filed on June 3, 1993).	*
4d.	Form of 6.80% Debenture due 2026 of Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 4e to the Form 10-K for the fiscal year ended December 31, 1996).	*
4e.	Form of 6.875% Debenture due 2097 of Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 4f to the Form 10-Q for the quarterly period ended September 30, 1997).	*
4f.	Third Supplemental Indenture, dated August 18, 2003, between Bristol-Myers Squibb Company and JPMorgan Chase Bank, as Trustee, to the indenture dated June 1, 1993 (incorporated herein by reference to Exhibit 4k to the Form 10-Q for the quarterly period ended September 30, 2003).	*
4g.	Form of 5.25% Senior Note due 2013 (incorporated herein by reference to Exhibit 4o to the Form 10-Q for the quarterly period ended September 30, 2003).	*
4h.	Indenture, dated October 1, 2003, between Bristol-Myers Squibb Company, as Issuer, and JPMorgan Chase Bank, as Trustee (incorporated herein by reference to Exhibit 4q to the Form 10-Q for the quarterly period ended September 30, 2003).	*
4i.	Form of Floating Rate Convertible Senior Debenture due 2023 (incorporated herein by reference to Exhibit 4s to the Form 10-Q for the quarterly period ended September 30, 2003).	*
4j.	Specimen Certificate of Common Stock (incorporated herein by reference to Exhibit 4s to the Form 10-K for the fiscal year ended December 31, 2003).	*
4k.	Specimen Certificate of Convertible Preferred Stock (incorporated herein by reference to Exhibit 4s to the Form 10-K for the fiscal year ended December 31, 2003).	*
4l.	Form of Fourth Supplemental Indenture between Bristol-Myers Squibb Company and The Bank of New York, as Trustee, to the indenture dated June 1, 1993 (incorporated herein by reference to Exhibit 4r to the Form 8-K dated November 20, 2006 and filed November 27, 2006).	*
4m.		*

	Form of Fifth Supplemental Indenture between Bristol-Myers Squibb Company and The Bank of New York, as Trustee, to the indenture dated June 1, 1993 (incorporated herein by reference to Exhibit 4.1 to the Form 8-K dated May 1, 2008 and filed on May 7, 2008).	
4n.	Form of 5.875% Notes due 2036 (incorporated herein by reference to Exhibit 4s to the Form 8-K dated November 20, 2006 and filed November 27, 2006).	*
4o.	Form of 4.375% Notes due 2016 (incorporated herein by reference to Exhibit 4t to the Form 8-K dated November 20, 2006 and filed November 27, 2006).	*
4p.	Form of 4.625% Notes due 2021 (incorporated herein by reference to Exhibit 4u to the Form 8-K dated November 20, 2006 and filed November 27, 2006).	*
4q.	Form of 5.45% Notes due 2018 (incorporated herein by reference to Exhibit 4.2 to the Form 8-K dated May 1, 2008 and filed on May 7, 2008).	*
4r.	Form of 6.125% Notes due 2038 (incorporated herein by reference to Exhibit 4.3 to the Form 8-K dated May 1, 2008 and filed on May 7, 2008).	*

10a.	$1,500,000,000 Five Year Competitive Advance and Revolving Credit Facility Agreement dated as of September 29, 2011 among Bristol-Myers Squibb Company, the borrowing subsidiaries, the lenders named in the agreement, BNP Paribas and The Royal Bank of Scotland plc, as documentation agents, Bank of America N.A., as syndication agent, and JPMorgan Chase Bank, N.A. and Citibank, N.A., as administrative agents (incorporated herein by reference to Exhibit 10.1 to the Form 8-K dated September 29, 2011 and filed on October 4, 2011).	*
10b.	SEC Consent Order (incorporated herein by reference to Exhibit 10s to the Form 10-Q for the quarterly period ended September 30, 2004).	*
10c.	Bylaws (Statuts) of Sanofi Pharma Bristol-Myers Squibb, a partnership (societe en nom collectif) organized under French law, dated as of June 6, 1997. English Translation (incorporated by reference herein to Exhibit 10.1 to the Form 8-K filed on August 17, 2009).	*
10d.	Internal Regulation (Reglement Interieur) of Sanofi Pharma Bristol-Myers Squibb dated as of June 6, 1997 and effective as of January 1, 1997. English Translation (incorporated by reference herein to Exhibit 10.2 to the Form 8-K filed on August 17, 2009).	*
10e.	Partnership Agreement of Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership between Sanofi Pharmaceuticals, Inc. and Bristol-Myers Squibb Company Investco, Inc. dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.3 to the Form 8-K filed on August 17, 2009).	*
10f.	Territory A Alliance Support Agreement between Sanofi and Bristol-Myers Squibb Company dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.4 to the Form 8-K filed on August 17, 2009).	*
10g.	Amendment No. 1 to the Territory A Alliance Support Agreement between Sanofi-Synthelabo and Bristol-Myers Squibb Company dated as of October 17, 2001 (incorporated by reference herein to Exhibit 10.5 to the Form 8-K filed on August 17, 2009).	*
10h.	Territory B Alliance Support Agreement between Sanofi and Bristol-Myers Squibb Company dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.6 to the Form 8-K filed on August 17, 2009).	*
10i.	Amendment No. 1 to the Territory B Alliance Support Agreement between Sanofi-Synthelabo and Bristol-Myers Squibb Company dated as of October 17, 2001 (incorporated by reference herein to Exhibit 10.7 to the Form 8-K filed on August 17, 2009).	*
10j.	Clopidogrel Intellectual Property License and Supply Agreement between Sanofi and Sanofi Pharma Bristol-Myers Squibb dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.8 to the Form 8-K filed on August 17, 2009).	*
10k.	Clopidogrel Intellectual Property License and Supply Agreement between Sanofi and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.9 to the Form 8-K filed on August 17, 2009).	*
10l.	Product Know-How License Agreement among Sanofi, Bristol-Myers Squibb Company and Sanofi Pharma Bristol-Myers Squibb dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.10 to the Form 8-K filed on August 17, 2009).	*
10m.	Product Know-How License Agreement among Sanofi, Bristol-Myers Squibb Company and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership dated as of January 1, 1997 (incorporated by reference herein to Exhibit 10.11 to the Form 8-K filed on August 17, 2009).	*
10n.	Restated Development and Commercialization Collaboration Agreement between Otsuka Pharmaceutical Co., Ltd. and Bristol-Myers Squibb Company dated as of October 23, 2001 (incorporated by reference herein to Exhibit 10.12 to the Form 8-K filed on August 17, 2009).	*
10o.	Amendment No. 3 to the Restated Development and Commercialization Collaboration Agreement between Otsuka Pharmaceutical Co., Ltd. and Bristol-Myers Squibb Company dated as of September 25, 2006 (incorporated by reference herein to Exhibit 10.13 to the Form 8-K filed on August 17, 2009).	*
10p.	Amendment No. 5 to the Restated Development and Commercialization Collaboration Agreement between Otsuka Pharmaceutical Co., Ltd. and Bristol-Myers Squibb Company effective as of April 4, 2009 (incorporated by reference herein to Exhibit 10.14 to the Form 8-K filed on August 17, 2009).	*
**10q.	Bristol-Myers Squibb Company 1997 Stock Incentive Plan, effective as of May 6, 1997 and as amended effective July 17, 2002 (incorporated herein by reference to Exhibit 10a to the Form 10-Q for the quarterly period ended June 30, 2002).	*
**10r.		*

	Bristol-Myers Squibb Company 2002 Stock Incentive Plan, effective as of May 7, 2002 and as amended effective June 10, 2008 (incorporated herein by reference to Exhibit 10.1 to the Form 10-Q for the quarterly period ended September 30, 2008).	
**10s.	Bristol-Myers Squibb Company 2007 Stock Award and Incentive Plan, effective as of May 1, 2007 and as amended effective June 10, 2008 (incorporated herein by reference to Exhibit 10.2 to the Form 10-Q for the quarterly period ended September 30, 2008).	*
**10t.	Bristol-Myers Squibb Company TeamShare Stock Option Plan, as amended and restated effective September 10, 2002 (incorporated herein by reference to Exhibit 10c to the Form 10-K for the fiscal year ended December 31, 2002).	*
**10u.	Form of Non-Qualified Stock Option Agreement under the 2002 Stock Award and Incentive Plan (incorporated herein by reference to Exhibit 10s to the Form 10-K for the fiscal year ended December 31, 2005).	*
**10v.	Form of Non-Qualified Stock Option Agreement under the 2007 Stock Award and Incentive Plan (incorporated herein by reference to Exhibit 10s to the Form 10-Q for the quarterly period ended March 31, 2007).	*
**10w.	Form of Performance Shares Agreement for the 2009-2011 Performance Cycle (incorporated herein by reference to Exhibit 10m to the Form 10-K for the fiscal year ended December 31, 2008).	*
**10x.	Form of Performance Share Units Agreement for the 2010-2012 Performance Cycle (incorporated herein by reference to Exhibit 10aa to the Form 10-K for the fiscal year ended December 31, 2009).	*

**10y.	Form of Performance Share Units Agreement for the 2011-2013 Performance Cycle (incorporated herein by reference to Exhibit 10aa to the Form 10-K for the fiscal year ended December 31, 2010).	*
**10z.	Form of Performance Share Units Agreement for the 2012-2014 Performance Cycle (filed herewith).	E-10-1
**10aa.	Form of Restricted Stock Units Agreement under the 2002 Stock Award and Incentive Plan (incorporated herein by reference to Exhibit 10v to the Form 10-K for the fiscal year ended December 31, 2006).	*
**10bb.	Form of Restricted Stock Units Agreement with five year vesting under the 2007 Stock Award and Incentive Plan (filed herewith).	E-10-2
**10cc.	Form of Restricted Stock Units Agreement with four year vesting under the 2007 Stock Award and Incentive Plan (filed herewith).	E-10-3
**10dd.	Form of Market Share Units Agreement under the 2007 Stock Award and Incentive Plan (filed herewith).	E-10-4
**10ee.	Bristol-Myers Squibb Company Performance Incentive Plan, as amended (as adopted, incorporated herein by reference to Exhibit 2 to the Form 10-K for the fiscal year ended December 31, 1978; as amended as of January 8, 1990, incorporated herein by reference to Exhibit 19b to the Form 10-K for the fiscal year ended December 31, 1990; as amended on April 2, 1991, incorporated herein by reference to Exhibit 19b to the Form 10-K for the fiscal year ended December 31, 1991; as amended effective January 1, 1994, incorporated herein by reference to Exhibit 10d to the Form 10-K for the fiscal year ended December 31, 1993; and as amended effective January 1, 1994, incorporated herein by reference to Exhibit 10d to the Form 10-K for the fiscal year ended December 31, 1994).	*
**10ff.	Bristol-Myers Squibb Company Executive Performance Incentive Plan effective January 1, 1997 (incorporated herein by reference to Exhibit 10b to the Form 10-K for the fiscal year ended December 31, 1996).	*
**10gg.	Bristol-Myers Squibb Company Executive Performance Incentive Plan (effective January 1, 2003 and as amended effective June 10, 2008 incorporated herein by reference to Exhibit 10.3 to the Form 10-Q for the quarterly period ended September 30, 2008).	*
**10hh.	Bristol-Myers Squibb Company 2007 Senior Executive Performance Incentive Plan (as amended and restated effective June 8, 2010 and incorporated herein by reference to Exhibit 10a. to the Form 10-Q for the quarterly period ended June 30, 2010).	*
**10ii.	Benefit Equalization Plan of Bristol-Myers Squibb Company and its Subsidiary or Affiliated Corporations Participating in the Bristol-Myers Squibb Company Retirement Income Plan or the Bristol-Myers Squibb Puerto Rico, Inc. Retirement Income Plan, as amended (as amended and restated as of January 1, 1993, as amended effective October 1, 1993, incorporated herein by reference to Exhibit 10e to the Form 10-K for the fiscal year ended December 31, 1993; and as amended effective February 1, 1995, incorporated herein by reference to Exhibit 10e to the Form 10-K for the fiscal year ended December 31, 1996).	*
**10jj.	Benefit Equalization Plan of Bristol-Myers Squibb Company and its Subsidiary or Affiliated Corporations Participating in the Bristol-Myers Squibb Company Savings and Investment Program, as amended and restated effective as of January 1, 1996 (incorporated herein by reference to Exhibit 10h to the Form 10-K for the fiscal year ended December 31, 2001).	*
**10kk.	Squibb Corporation Supplementary Pension Plan, as amended (as previously amended and restated, incorporated herein by reference to Exhibit 19g to the Form 10-K for the fiscal year ended December 31, 1991; as amended as of September 14, 1993, and incorporated herein by reference to Exhibit 10g to the Form 10-K for the fiscal year ended December 31, 1993).	*
**10ll.	Senior Executive Severance Plan, effective as of April 26, 2007 and as amended effective February 16, 2012 (filed herewith).	E-10-5
**10mm.	Form of Agreement entered into between the Registrant and each of the named executive officers and certain other executives effective January 1, 2009 (incorporated herein by reference to Exhibit 10bb to the Form 10-K for the fiscal year ended December 31, 2008).	*
**10nn.	Bristol-Myers Squibb Company Retirement Income Plan for Non-Employee Directors, as amended March 5, 1996 (incorporated herein by reference to Exhibit 10k to the Form 10-K for the fiscal year ended December 31, 1996).	*
**10oo.	Bristol-Myers Squibb Company 1987 Deferred Compensation Plan for Non-Employee Directors, as amended December 17, 2009 (incorporated herein by reference to Exhibit 10tt to the Form 10-K for the fiscal year ended December 31, 2009).	*
**10pp.	Bristol-Myers Squibb Company Non-Employee Directors Stock Option Plan, as amended (as approved by the Stockholders on May 1, 1990, incorporated herein by reference to Exhibit 28 to Registration Statement No. 33-38587	*

	on Form S-8; as amended May 7, 1991, incorporated herein by reference to Exhibit 19c to the Form 10-K for the fiscal year ended December 31, 1991), as amended January 12, 1999 (incorporated herein by reference to Exhibit 10m to the Form 10-K for the fiscal year ended December 31, 1998).	
**10qq.	Bristol-Myers Squibb Company Non-Employee Directors Stock Option Plan, as amended (as approved by the Stockholders on May 2, 2000, incorporated herein by reference to Exhibit A to the 2000 Proxy Statement dated March 20, 2000).	*
**10rr.	Squibb Corporation Deferral Plan for Fees of Outside Directors, as amended (as adopted, incorporated herein by reference to Exhibit 10e Squibb Corporation 1991 Form 10-K for the fiscal year ended December 31, 1987, File No. 1-5514; as amended effective December 31, 1991 incorporated herein by reference to Exhibit 10m to the Form 10-K for the fiscal year ended December 31, 1992).	*
**10ss.	Amendment to all of the Company s plans, agreements, legal documents and other writings, pursuant to action of the Board of Directors on October 3, 1989, to reflect the change of the Company s name to Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 10v to the Form 10-K for the fiscal year ended December 31, 1989).	*

12.	Statement re computation of ratios (filed herewith).	E-12-1
21.	Subsidiaries of the Registrant (filed herewith).	E-21-1
23.	Consent of Deloitte & Touche LLP (filed herewith).	E-23-1
31a.	Section 302 Certification Letter (filed herewith).	E-31-1
31b.	Section 302 Certification Letter (filed herewith).	E-31-2
32a.	Section 906 Certification Letter (filed herewith).	E-32-1
32b.	Section 906 Certification Letter (filed herewith).	E-32-2
101.	The following financial statements from the Bristol-Myers Squibb Company Annual Report on Form 10-K for the years ended December 31, 2011, 2010 and 2009, formatted in Extensible Business Reporting Language (XBRL): (i) consolidated statements of earnings, (ii) consolidated statements of comprehensive income, (iii) consolidated balance sheets, (iv) consolidated statements of cash flows, and (v) the notes to the consolidated financial statements.	

Confidential treatment has been granted for certain portions which are omitted in the copy of the exhibit electronically filed with the Commission. The omitted information has been filed separately with the Commission pursuant to the Company s application for confidential treatment.

* Indicates, in this Form 10-K, brand names of products, which are registered trademarks not owned by BMS or its subsidiaries. ERBITUX, ALIMTA and GEMZAR are trademarks of Eli Lilly and Company; AVAPRO/AVALIDE (known in the EU as APROVEL/KARVEA), ISCOVER, KARVEZIDE, COAPROVEL and PLAVIX are trademarks of Sanofi; ABILIFY is a trademark of Otsuka Pharmaceutical Co., Ltd.; TRUVADA is a trademark of Gilead Sciences, Inc.; GLEEVEC is a trademark of Novartis AG; ATRIPLA is a trademark of Bristol-Myers Squibb and Gilead Sciences, LLC; NORVIR is a trademark of Abbott Laboratories; ESTRACE and OVCON are trademarks of Warner-Chilcott Company, LLC; DELESTROGEN is a trademark of JHP Pharmaceuticals, Inc.; and HUMIRA is a trademark of Abbott Laboratories. Brand names of products that are in all capital letters, without an asterisk, are registered trademarks of BMS and/or one of its subsidiaries.