

Gordon Murdo
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gordon Murdo

2. Issuer Name and Ticker or Trading Symbol
BRISTOL MYERS SQUIBB CO
[BMY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB
COMPANY, 345 PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Commercial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10154

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock, \$0.10 par value | 03/10/2018 | | M | | 1,838 ⁽¹⁾ | A | \$ 0 29,805.605 D |
| Common Stock, \$0.10 par value | 03/10/2018 | | J | | 417 ⁽²⁾ | A | \$ 0 30,222.605 D |
| Common Stock, \$0.10 par | 03/10/2018 | | F | | 1,111 ⁽³⁾ | D | \$ 29,111.605 D 67.92 |

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| | | | | | | | |
|--------------------------------|------------|---|----------------------|---|----------|------------|---|
| value | | | | | | | |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>2,455</u> (4) | A | \$ 0 | 31,566.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | 143 ⁽²⁾ | A | \$ 0 | 31,709.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>1,280</u> (3) | D | \$ 67.92 | 30,429.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>3,073</u> (5) | A | \$ 0 | 33,502.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | 131 ⁽²⁾ | A | \$ 0 | 33,633.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>1,578</u> (3) | D | \$ 67.92 | 32,055.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>4,722</u> (6) | A | \$ 0 | 36,777.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | J | 846 ⁽²⁾ | A | \$ 0 | 37,623.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>2,743</u> (3) | D | \$ 67.92 | 34,880.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | M | <u>27,147</u> (7) | A | \$ 0 | 62,027.605 | D |
| Common Stock, \$0.10 par value | 03/10/2018 | F | <u>13,370</u> (3) | D | \$ 67.92 | 48,657.605 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Market Share Units | (8) | 03/10/2018 | | M | 1,838 | (1) 03/10/2018(1) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | 2,455 | (4) 03/10/2019(4) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | 3,073 | (5) 03/10/2020(5) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | M | 4,722 | (6) 03/10/2021(6) | Common Stock, \$0.10 par value |
| Market Share Units | (8) | 03/10/2018 | | A | 13,509 | (9) 03/10/2022(9) | Common Stock, \$0.10 par value |
| Performance Shares | (10) | 03/10/2018 | | M | 27,147 (7) | (10) 03/10/2018(10) | Common Stock, \$0.10 par value |
| Performance Shares | (11) | 03/10/2018 | | A | 20,264 | (11) 03/10/2021(11) | Common Stock, \$0.10 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Murdo BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154 | | | EVP, Chief Commercial Officer | |

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Murdo
Gordon 03/13/2018

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents vesting of one-quarter of market share units granted on March 10, 2014.
- (2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (3) Shares withheld for payment of taxes upon vesting of awards.
- (4) Represents vesting of one-quarter of market share units granted on March 10, 2015.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2016.
- (6) Represents vesting of one-quarter of market share units granted on March 10, 2017.
- (7) Amount represents distribution of performance shares earned under the 2015-2017 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.
Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.
- (8) Twenty-five percent of the market share unit award will vest on each of the first, second, third and fourth anniversaries of the grant date.
- (9) Each performance share converts into one share of common stock upon distribution in the first quarter of 2018, subject to a Total Shareholder Return modifier.
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.

Remarks:

EXHIBIT LIST: EX-24 Exhibit 24 - Murdo Gordon Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.