Dubow Adam Form 4 March 13, 2019

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dubow Adam**

2. Issuer Name and Ticker or Trading

Symbol

BRISTOL MYERS SQUIBB CO

5. Relationship of Reporting Person(s) to

Issuer

[BMY]

3. Date of Earliest Transaction

(Check all applicable)

Chief Compliance & Ethics Offi

(Middle)

(Month/Day/Year) 03/10/2019

Director 10% Owner X_ Officer (give title Other (specify

below)

BRISTOL-MYERS SQUIBB COMPANY, 430 E. 29TH STREET, 14 FLOOR

(First)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10016

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acc	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock, \$0.10 par value	03/10/2019		M	304 (1)	A	\$ 0	15,526.152	D	
Common Stock, \$0.10 par value	03/10/2019		J	61 (2)	D	\$ 0	15,465.152	D	
Common Stock,	03/10/2019		F	84 (3)	D	\$ 51.39	15,381.152	D	

\$0.10 par value						
Common Stock, \$0.10 par value	03/10/2019	M	369 (4) A	\$ 0	15,750.152	D
Common Stock, \$0.10 par value	03/10/2019	J	78 <u>(2)</u> D	\$ 0	15,672.152	D
Common Stock, \$0.10 par value	03/10/2019	F	100 (3) D	\$ 51.39	15,572.152	D
Common Stock, \$0.10 par value	03/10/2019	M	451 (5) A	\$ 0	16,023.152	D
Common Stock, \$0.10 par value	03/10/2019	J	49 <u>(2)</u> D	\$ 0	15,974.152	D
Common Stock, \$0.10 par value	03/10/2019	F	138 (3) D	\$ 51.39	15,836.152	D
Common Stock, \$0.10 par value	03/10/2019	M	415 (6) A	\$ 0	16,251.152	D
Common Stock, \$0.10 par value	03/10/2019	J	98 <u>(2)</u> D	\$ 0	16,153.152	D
Common Stock, \$0.10 par value	03/10/2019	F	109 (3) D	\$ 51.39	16,044.152	D
Common Stock, \$0.10 par value	03/10/2019	M	2,196 (7) A	\$ 0	18,240.152	D
Common Stock, \$0.10 par	03/10/2019	F	751 (3) D	\$ 51.39	17,489.152	D

value

Common			By BMY
Stock,	900.61 (8)	T	Savings and
\$0.10 par	900.01 🕓	1	Investment
value			Program

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title I
Market Share Units	<u>(9)</u>	03/10/2019		M		304	<u>(1)</u>	03/10/2019(1)	Common Stock, \$0.10 par value
Market Share Units	<u>(9)</u>	03/10/2019		M		369	<u>(4)</u>	03/10/2020(4)	Common Stock, \$0.10 par value
Market Share Units	<u>(9)</u>	03/10/2019		M		451	<u>(5)</u>	03/10/2021(5)	Common Stock, \$0.10 par value
Market Share Units	<u>(9)</u>	03/10/2019		M		415	<u>(6)</u>	03/10/2022(6)	Common Stock, \$0.10 par value
Market Share Units	<u>(9)</u>	03/10/2019		A	4,248		(10)	03/10/2023(10)	Common Stock, \$0.10 par value
	(11)	03/10/2019		M			(11)	03/10/2019(11)	

Edgar Filing: Dubow Adam - Form 4

Performance Shares				2,196 (7)			Common Stock, \$0.10 par value
Performance Shares	(12)	03/10/2019	A	6,372	(12)	03/10/2022(12)	Common Stock, \$0.10 par

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dubow Adam BRISTOL-MYERS SQUIBB COMPANY 430 E. 29TH STREET, 14 FLOOR NEW YORK, NY 10016

Chief Compliance & Ethics Offi

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Adam
Dubow
03/13/2019

**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, 2015.
- (2) Represents a downward adjustment to the number of shares acquired upon the vesting of market share units due to the performance
- (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, 2016.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2017.
- (6) Represents vesting of one-quarter of market share units granted on March 10, 2018.
- (7) Amount represents distribution of performance shares earned under the 2016-2018 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.
- (8) Based on a plan statement as of the end of the most recent fiscal quarter
- 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%.
- (10) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date.
- (11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2019, subject to a Total Shareholder Return modifier.
- (12) Each performance share converts into one share of common stock upon distribution in the first quarter of 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 4

Edgar Filing: Dubow Adam - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the currently valid OMB number.	form displays