

BRISTOL MYERS SQUIBB CO  
Form 4  
February 18, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bancroft Charles A

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief Financial Officer

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE  
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, \$0.10 par value  | 02/14/2014                           |  | M                              |   | 16,931  | A  | \$ 25.45                                   |
| Common Stock, \$0.10 par value  | 02/14/2014                           |  | M                              |   | 19,320  | A  | \$ 22.73                                   |
| Common Stock, \$0.10 par value  | 02/14/2014                           |  | S                              |   | 52,963  | D  | \$ 54.3452                                 |
|                                 |                                      |  |                                |   | (1)   |  | (1)  |

value

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy)                      | \$ 25.45   | 02/14/2014                           |  | M                              | 16,931  | <sup>(2)</sup> 02/28/2015                                | Common Stock, \$0.10 par value                                | 16,931                        |
| Option (right to buy)                      | \$ 22.73   | 02/14/2014                           |  | M                              | 19,320  | <sup>(3)</sup> 03/06/2016                                | Common Stock, \$0.10 par value                                | 19,320                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Bancroft Charles A<br>BRISTOL-MYERS SQUIBB COMPANY<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/ Robert J. Wollin, attorney-in-fact for Charles A. Bancroft

02/18/2014

\_\_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).  
27,963 of the shares sold were to cover the exercise price and taxes in accordance with broker's procedures for sell-to-cover transactions.
- (1) The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$54.31 to \$54.40, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
  - (2) Twenty-five percent of the stock option award vested on each of the first, second, third, and fourth anniversaries of the grant date, which was March 1, 2005.
  - (3) Twenty-five percent of the stock option award vested on each of the first, second, third, and fourth anniversaries of the grant date, which was March 7, 2006.

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