

BRISTOL MYERS SQUIBB CO

Form 4

March 03, 2005

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 *
ZABOR DAVID L

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)
345 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Fin Ops & Controller

NEW YORK, NY 10154

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	03/01/2005		M	7,343 A	\$ 14.74	51,040	D
Common Stock, \$0.10 par value	03/01/2005		F	4,253 (1) D	\$ 0	46,787	D
Common Stock, \$0.10 par value	03/01/2005		F	1,127 (2) D	\$ 0	45,660	D

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Common Stock, \$0.10 par value	03/01/2005	A	7,750 (3)	A	\$ 0	53,410	D	
Common Stock, \$0.10 par value						7,485.65 (4)	I	By BMY Savings & Investment Program
Common Stock, \$0.10 par value						463	I	By Custodian For Child

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 14.74	03/01/2005		M			7,343	03/07/1999	03/06/2005	Common Stock, \$0.10 par value	7,343
Option (right to buy)	\$ 25.45	03/01/2005		A		46,500		<u>(5)</u>	02/28/2015	Common Stock, \$0.10 par value	46,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZABOR DAVID L 345 PARK AVENUE	VP, Fin Ops & Controller

NEW YORK, NY 10154

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact

03/03/2005

__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) Shares withheld for payment of exercise price.
- (2) Shares withheld for payment of taxes upon exercise of stock option.
- (3) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.
- (4) Based on a plan statement as of the end of the most recent fiscal quarter.
- (5) Exercisable as to 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant.

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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