

BRISTOL MYERS SQUIBB CO

Form 4

March 09, 2006

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 *
DOLAN PETER R

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)
03/07/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

NEW YORK, NY 10154

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

(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 | 03/07/2006 | | A | 100,000 (1) | A \$ 22.73 559,588 | D | |
| Common Stock, \$0.10 par value | 03/07/2006 | | A | 48,214 (2) | A \$ 22.73 607,802 | D | |
| Common Stock, \$0.10 par value | 03/07/2006 | | F | 21,412 (3) | D \$ 22.73 586,390 | D | |

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| | | | |
|--------------------------------|-------------------------|---|-------------------------------------|
| Common Stock, \$0.10 par value | 5,264.48 ⁽⁴⁾ | I | By BMY Savings & Investment Program |
| Common Stock, \$0.10 par value | 14,465.91 | I | By Self for Family Trust |
| Common Stock, \$0.10 par value | 14,464.71 | I | By Spouse for Family Trust |

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) | 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------------------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Executive Option (right to buy) | \$ 22.73 | 03/07/2006 | | A | | 500,500 | | <u>(5)</u> | 03/06/2016 | Common Stock, \$0.10 par value | 500,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DOLAN PETER R 345 PARK AVENUE NEW YORK, NY 10154 | X Chief Executive Officer |

Signatures

By: /s/ Sandra Leung,
Attorney-in-Fact

03/09/2006

__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 consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.

(2) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.

(3) Shares withheld for payment of taxes.

(4) Based on a plan statement as of the end of the most recent fiscal quarter.

Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and

(5) remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

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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