

BRISTOL MYERS SQUIBB CO

Form 4

May 08, 2007

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

OMB APPROVAL

OMB
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if no longer
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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 *
CORNELIUS JAMES M

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB
CORPORATION, 345 PARK
AVENUE

(Street)

NEW YORK, NY 101546

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolBRISTOL MYERS SQUIBB CO
[(BMY)]3. Date of Earliest Transaction
(Month/Day/Year)
05/01/20074. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Office

6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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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)**

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Executive Option (Right to buy)	\$ 28.68	05/01/2007		A		475,000		<u>(1)</u>	04/30/2017	Common Stock, \$0.10 par value	4,000,000
Restricted Stock Units	<u>(2)</u>	05/01/2007		A		60,000		10/28/2008 ⁽³⁾	10/28/2008 ⁽³⁾	Common Stock, \$0.10 par value	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORNELIUS JAMES M BRISTOL-MYERS SQUIBB CORPORATION 345 PARK AVENUE NEW YORK, NY 10156	X		Chief Executive Office	

Signatures

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

**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) 100% of the option will vest on the first anniversary of the grant date as Mr. Cornelius has attained age 60. The option cannot be exercised until the closing share price of common stock achieves a price of at least 15% above the option grant price and remains at that price for seven consecutive trading days.

(2) Each restricted stock unit converts into one share of common stock upon vesting.

(3) Provided Mr. Cornelius has been continuously employed by the company, 100% of the RSUs will vest and be converted into shares of common stock on October 28, 2008, the date on which Mr. Cornelius attains age 65.

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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