

BRISTOL MYERS SQUIBB CO

Form 4

May 10, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREOTTI LAMBERTO

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)
BRISTOL-MYERS SQUIBB
COMPANY, RT. 206 &
PROVINCELINE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP BMS & President WW Pharm

(Street)
PRINCETON, NJ 08540

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 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	05/08/2007		M	30,000	A \$ 28.9	287,497 ⁽¹⁾	D
Common Stock, \$0.10 par value	05/08/2007		F	28,700 ⁽²⁾	D \$ 30.21	258,797 ⁽¹⁾	D
Common Stock,	05/08/2007		F	622 ⁽³⁾	D \$ 30.21	258,175 ⁽¹⁾	D

\$0.10 par
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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 28.9	05/08/2007		M	30,000	06/04/2005 ⁽⁴⁾ 06/03/2007	Common Stock, \$0.10 par value 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDREOTTI LAMBERTO BRISTOL-MYERS SQUIBB COMPANY RT. 206 & PROVINCELINE ROAD PRINCETON, NJ 08540	EVP BMS & President WW Pharm

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact 05/10/2007

**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) Includes unvested restricted stock awards.

(2) Shares withheld for payment of exercise price.

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- (3) Shares withheld for payment of taxes upon exercise of stock option.
- (4) Exercisable on the earlier of (i) three years from the date of grant or (ii) the date on which the closing share price achieves \$50.00 or above for seven consecutive trading days.

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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