

BRISTOL MYERS SQUIBB CO

Form 4

March 04, 2015

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

OMB APPROVAL

OMB  
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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 \*  
ANDREOTTI LAMBERTO2. 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, 345 PARK AVENUE3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2015☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

(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 Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	03/02/2015		M	231,280.037 (1)	A \$ 0 643,964.037	D	
Common Stock, \$0.10 par value	03/02/2015		F	129,125 (2)	D \$ 62.3 514,839.037	D	

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.**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date
Performance Shares	(3)	03/02/2015		A	88,527.024 (4)	(3) 03/31/2015(3)
Performance Shares	(5)	03/02/2015		J	6,111.6873 (6)	(5) 03/31/2015(5)
Performance Shares	(3)	03/02/2015		M	231,280.037 (1)	(3) 03/31/2015(3)
Performance Shares	(7)	03/02/2015		A	83,601.119 (8)	(7) 03/31/2016(7)
Performance Shares	(9)	03/02/2015		J	3,838.4982 (10)	(9) 03/31/2016(9)
Performance Shares	(11)	03/02/2015		A	192,897.479 (12)	(11) 03/10/2017(11)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDREOTTI LAMBERTO	X Chief Executive Officer

BRISTOL-MYERS SQUIBB COMPANY  
345 PARK AVENUE  
NEW YORK, NY 10154

## Signatures

/s/ Robert J. Wollin, attorney-in-fact for Lamberto  
Andreotti

03/04/2015

\_\_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) Represents distribution of performance shares earned under the 2012-2014 Long-Term Performance Award.
- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
- (4) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
- (5) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (6) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
- (7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
- (8) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.
- (9) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.
- (10) Represents dividend equivalents earned under the 2013-2015 Long-Term Performance Award.
- (11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.
- (12) Represents performance shares earned under the 2014-2016 Long-Term Performance Award.

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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