

BRISTOL MYERS SQUIBB CO

Form 4

March 04, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moed Samuel J

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB
COMPANY, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BRISTOL MYERS SQUIBB CO
[BMY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Strat Plan & Analysis

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	03/02/2015		M	8,249.383 (1)	A \$ 0 43,859.843	D	
Common Stock, \$0.10 par value	03/02/2015		F	4,279 (2)	D \$ 62.3 39,580.843	D	
Common Stock, \$0.10 par					300	I	By Son #1 (3)

value

Common
Stock,
\$0.10 par
value

300

I

By Son
#2

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

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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 Underlying (Instr. 9)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Shares	(4)	03/02/2015		A	3,157.787 (5)	(4) 03/31/2015(4)	Co S \$0. v
Performance Shares	(6)	03/02/2015		J	218.0537 (7)	(6) 03/31/2015(6)	Co S \$0. v
Performance Shares	(4)	03/02/2015		M	8,249.383 (1)	(4) 03/31/2015(4)	Co S \$0. v
Performance Shares	(8)	03/02/2015		A	3,551.374 (9)	(8) 03/31/2016(8)	Co S \$0. v
Performance Shares	(10)	03/02/2015		J	163.0504 (11)	(10) 03/31/2016(10)	Co S \$0. v
Performance Shares	(12)	03/02/2015		A	8,132.134 (13)	(12) 03/10/2017(12)	Co S \$0. v

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moed Samuel J BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154			SVP, Strat Plan & Analysis	

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Samuel J.
Moed

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) Shares held in custodial accounts for the benefit of Son #1 under the Uniform Transfer to Minors Act.
 - (4) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
 - (5) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
 - (6) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
 - (7) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
 - (8) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
 - (9) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.
 - (10) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.
 - (11) Represents dividend equivalents earned under the 2013-2015 Long-Term Performance Award.
 - (12) 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.
 - (13) 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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