#### JUDGE ANN POWELL

Form 4

March 13, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* JUDGE ANN POWELL

2. Issuer Name and Ticker or Trading

Symbol

**BRISTOL MYERS SQUIBB CO** [BMY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) **BRISTOL-MYERS SQUIBB** 

(Street)

(Middle)

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

03/10/2018

Director 10% Owner X\_ Officer (give title Other (specify

below)

SVP, Global Human Resources

COMPANY, 345 PARK AVENUE

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

NEW YORK, NY 10154

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Secu	ırities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A on(A) or Dispos (Instr. 3, 4 and (A o Amount (E	ed of (D) d 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	03/10/2018		М	2,440 (1) A		45,864.72	D	
Common Stock, \$0.10 par value	03/10/2018		J	554 (2) A	\$ 0	46,418.72	D	
Common Stock, \$0.10 par	03/10/2018		F	1,132 D	\$ 67.92	45,286.72	D	

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value							
Common Stock, \$0.10 par value	03/10/2018	M	2,318 (4)	A	\$ 0	47,604.72	D
Common Stock, \$0.10 par value	03/10/2018	J	135 (2)	A	\$ 0	47,739.72	D
Common Stock, \$0.10 par value	03/10/2018	F	1,209 (3)	D	\$ 67.92	46,530.72	D
Common Stock, \$0.10 par value	03/10/2018	M	2,492 (5)	A	\$ 0	49,022.72	D
Common Stock, \$0.10 par value	03/10/2018	J	106 (2)	A	\$ 0	49,128.72	D
Common Stock, \$0.10 par value	03/10/2018	F	1,280 (3)	D	\$ 67.92	47,848.72	D
Common Stock, \$0.10 par value	03/10/2018	M	3,169 (6)	A	\$ 0	51,017.72	D
Common Stock, \$0.10 par value	03/10/2018	J	568 (2)	A	\$ 0	51,585.72	D
Common Stock, \$0.10 par value	03/10/2018	F	1,841 (3)	D	\$ 67.92	49,744.72	D
Common Stock, \$0.10 par value	03/10/2018	M	25,625 (7)	A	\$ 0	75,369.72	D
Common Stock, \$0.10 par value	03/10/2018	F	12,621 (3)	D	\$ 67.92	62,748.72	D

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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. 5. Number of TransactiorDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Market Share Units	<u>(8)</u>	03/10/2018		M		2,440	<u>(1)</u>	03/10/2018(1)	Common Stock, \$0.10 par value
Market Share Units	<u>(8)</u>	03/10/2018		M		2,318	<u>(4)</u>	03/10/2019(4)	Common Stock, \$0.10 par value
Market Share Units	<u>(8)</u>	03/10/2018		M		2,492	<u>(5)</u>	03/10/2020(5)	Common Stock, \$0.10 par value
Market Share Units	<u>(8)</u>	03/10/2018		M		3,169	<u>(6)</u>	03/10/2021(6)	Common Stock, \$0.10 par value
Market Share Units	<u>(8)</u>	03/10/2018		A	11,174		<u>(9)</u>	03/10/2022(9)	Common Stock, \$0.10 par value
Performance Shares	(10)	03/10/2018		M		25,625 (7)	(10)	03/10/2018(10)	Common Stock, \$0.10 par value
Performance Shares	(11)	03/10/2018		A	16,761		<u>(11)</u>	03/10/2021(11)	Common Stock, \$0.10 par value

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP, Global Human Resources

## **Signatures**

/s/ Lisa A. Atkins, attorney-in-fact for Ann Powell Judge

03/13/2018

\*\*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 vesting of one-quarter of market share units granted on March 10, 2014.
- (2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (3) Shares withheld for payment of taxes upon vesting of awards.
- (4) Represents vesting of one-quarter of market share units granted on March 10, 2015.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2016.
- (6) Represents vesting of one-quarter of market share units granted on March 10, 2017.
- (7) Amount represents distribution of performance shares earned under the 2015-2017 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.
- Each market share unit converts into the number of shares of common stock determined by applying a payout factor to the target number of shares vesting on a given date. The payout factor is a ratio of the average of the closing price on the measurement date plus the nine prior trading days divided by the average stock price on the grant date (also a 10-day average). The minimum payout factor that must be achieved to earn a payout is 60% and the maximum payout factor is 200%.
- (9) Twenty-five percent of the market share unit award will vest on each of the first, second, third and fourth anniversaries of the grant date.
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2018, subject to a Total Shareholder Return modifier.
- (11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.

#### **Remarks:**

#### EXHIBIT LIST: EX-24 Exhibit 24 - Ann Powell Judge Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 4