BRISTOL MYERS SQUIBB CO

Form 4

March 05, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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

See Instruction

1(b).

(Last)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * LEUNG SANDRA

2. Issuer Name and Ticker or Trading Symbol

BRISTOL MYERS SQUIBB CO

[BMY]

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

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

03/03/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

General Counsel & Secretary

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) Tab	ole I - Non-	Derivative	Secu	rities Acq	uired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	03/03/2014		Code V M	Amount 4,793 (1)	(D)	Price	200,648	D	
Common Stock, \$0.10 par value	03/03/2014		F	2,486 (2)	D	\$ 53.49	198,162	D	
Common Stock, \$0.10 par	03/03/2014		M	7,355 (3)	A	\$ 0	205,517	D	

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value								
Common Stock, \$0.10 par value	03/03/2014	J	7,355 (4)	A	\$ 0	212,872	D	
Common Stock, \$0.10 par value	03/03/2014	F	7,628 (2)	D	\$ 53.49	205,244	D	
Common Stock, \$0.10 par value	03/03/2014	M	7,418 (5)	A	\$ 0	212,662	D	
Common Stock, \$0.10 par value	03/03/2014	J	7,418 (4)	A	\$ 0	220,080	D	
Common Stock, \$0.10 par value	03/03/2014	F	7,693 (2)	D	\$ 53.49	212,387	D	
Common Stock, \$0.10 par value	03/03/2014	M	80,371 (6)	A	\$ 0	292,758	D	
Common Stock, \$0.10 par value	03/03/2014	F	40,021 (2)	D	\$ 53.49	252,737	D	
Common Stock, \$0.10 par value						5,431.84 <u>(7)</u>	I	By BMY Savings & Investment Program

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of Derivative	6. Date Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onSecurities Acquired (A)	Expiration Date
Security	or Exercise		any	Code	or Disposed of (D)	(Month/Day/Year)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4, and 5)	

7. Titl Under (Instr.

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	Derivative Security		Code	V (A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(8)</u>	03/03/2014	M		4,793	<u>(1)</u>	<u>(1)</u>	Com Sto \$0.10 val
Market Share Units	e <u>(9)</u>	03/03/2014	M		7,355	<u>(3)</u>	03/31/2014(3)	Com Sto \$0.10 val
Market Share Units	e (<u>9)</u>	03/03/2014	M		7,418	<u>(5)</u>	03/31/2015(5)	Com Sto \$0.10 val
Performance Shares	(10)	03/03/2014	A	37,263 (11)		(10)	03/31/2014(10)	Com Sto \$0.10 val
Performance Shares	(12)	03/03/2014	J	2,429.6322 (13)		(12)	03/31/2014(12)	Com Sto \$0.10 val
Performance Shares	(10)	03/03/2014	M		80,371 (6)	(10)	03/31/2014(10)	Com Sto \$0.10 val
Performance Shares	<u>(14)</u>	03/03/2014	A	11,320 (15)		(14)	03/31/2015(14)	Com Sto \$0.10 val
Performance Shares	(16)	03/03/2014	J	787.91 (17)		(16)	03/31/2015(16)	Com Sto \$0.10 val
Performance Shares	(18)	03/03/2014	A	9,907 (19)		(18)	03/31/2016(18)	Com Sto \$0.10 val
Performance Shares	(20)	03/03/2014	J	309.0568 (21)		(20)	03/31/2016(20)	Com Sto \$0.10 val

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

General Counsel & Secretary

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Sandra Leung

03/05/2014

**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-third of restricted stock units granted on March 3, 2009.
- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Represents vesting of one-quarter of market share units granted on March 2, 2010.
- (4) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (5) Represents vesting of one-quarter of market share units granted on March 1, 2011.
- (6) Represents distribution of performance shares earned under the 2011-2013 Long-Term Performance Award.
- (7) Based on a plan statement as of the end of the most recent fiscal quarter
- (8) Each restricted stock unit converts into one share of common stock upon vesting.
- 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%.
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2014.
- (11) Represents performance shares earned under the 2011-2013 Long-Term Performance Award.
- (12) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2014.
- (13) Represents dividend equivalents earned under the 2011-2013 Long-Term Performance Award.
- (14) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
- $({\bf 15}) \quad Represents\ performance\ shares\ earned\ under\ the\ 2012-2014\ Long-Term\ Performance\ Award.$
- (16) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (17) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
- (18) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
- (19) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.
- (20) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.
- (21) Represents dividend equivalents earned under the 2013-2015 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. 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