

BRISTOL MYERS SQUIBB CO

Form 4

March 10, 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEUNG SANDRA**

(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)  
**03/06/2015**

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 \_\_\_\_ Other (specify  
below) 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  
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)  (A) or (D)	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	03/06/2015		M	5,573 (1)	A \$ 0 298,969.7417	D	
Common Stock, \$0.10 par value	03/06/2015		J	5,189 (2)	A \$ 0 304,158.7417	D	
Common Stock, \$0.10 par	03/06/2015		F	5,581 (3)	D \$ 65.12 298,577.7417	D	

value

Common  
Stock,  
\$0.10 par  
value5,582.3379 <sup>(4)</sup> IBy BMY  
Savings and  
Investment  
Program

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.**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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Market Share Units	<u>(5)</u>	03/06/2015		M	5,573	<u>(1)</u> 03/06/2016 <sup>(1)</sup>	Common Stock, \$0.10 par value	5,573

## 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 &amp; Secretary

## Signatures

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

03/10/2015

          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 vesting of one-quarter of market share units granted on March 6, 2012.
- (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) Based on a plan statement as of the end of the most recent fiscal quarter

- 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%.
- (5)

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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