

BOERNER CHRISTOPHER S.  
Form 3  
September 06, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BOERNER CHRISTOPHER S.			(Month/Day/Year)	BRISTOL MYERS SQUIBB CO [BMY]	
(Last)	(First)	(Middle)	08/27/2018		
BRISTOL-MYERS SQUIBB COMPANY,Â 430 E. 29TH STREET, 14 FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10016			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) EVP, Chief Commercial Officer		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Market Share Units	Â (1)	03/10/2019	Common Stock, \$0.10 par value	1,179	\$ (2)	D	Â
Market Share Units	Â (3)	03/10/2020	Common Stock, \$0.10 par value	3,135	\$ (2)	D	Â
Market Share Units	Â (4)	03/10/2021	Common Stock, \$0.10 par value	5,477	\$ (2)	D	Â
Market Share Units	Â (5)	03/10/2022	Common Stock, \$0.10 par value	7,045	\$ (2)	D	Â
Performance Shares	Â (6)	03/10/2019	Common Stock, \$0.10 par value	9,401	\$ (6)	D	Â
Performance Shares	Â (7)	03/10/2020	Common Stock, \$0.10 par value	10,953	\$ (7)	D	Â
Performance Shares	Â (8)	03/10/2021	Common Stock, \$0.10 par value	10,568	\$ (8)	D	Â
Restricted Stock Units	Â (9)	02/02/2019	Common Stock, \$0.10 par value	4,465	\$ (10)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOERNER CHRISTOPHER S. BRISTOL-MYERS SQUIBB COMPANY 430 E. 29TH STREET, 14 FLOOR NEW YORK, NY 10016	Â	Â	Â EVP, Chief Commercial Officer	Â

## Signatures

/s/Lisa A. Atkins, attorney-in-fact for Christopher  
Boerner

09/06/2018

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These market share units will vest on March 10, 2019.  
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%.
  - (2) One-half of these market share units will vest on each of March 10, 2019 and March 10, 2020.
  - (3) One-third of these market share units will vest on each of March 10, 2019, March 10, 2020, and March 10, 2021.
  - (4) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date, starting on March 10, 2019.
  - (5) Each performance share converts into one share of common stock upon distribution in the first quarter of 2019, subject to a Total Shareholder Return modifier.
  - (6) Each performance share converts into one share of common stock upon distribution in the first quarter of 2020.
  - (7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2021.
  - (8) These restricted stock units will vest on February 2, 2019.
  - (9) Each restricted stock unit converts into one share of common stock upon vesting.

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### Remarks:

EXHIBIT LIST: EX-24 Exhibit 24 - Christopher Boerner 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.