BRISTOL MYERS SQUIBB CO

Form 4

March 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Cuss Francis M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BRISTOL MYERS SQUIBB CO

[BMY]

(Check all applicable)

EVP & CSO

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

03/10/2015

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

6. Individual or Joint/Group Filing(Check

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10154

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit Transaction(A) or Di Code (Instr. 3, (Instr. 8)				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	03/10/2015		M	2,740 (1)	A	\$ 0	264,465.3705	D	
Common Stock, \$0.10 par value	03/10/2015		J	1,738 (2)	A	\$ 0	266,203.3705	D	
Common Stock, \$0.10 par	03/10/2015		F	2,322 (3)	D	\$ 65.53	263,881.3705	D	

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Common Stock, 5,279 \$0 03/10/2015 M 269,160.3705 D \$0.10 par value Common Stock, J 554 (2) A 03/10/2015 \$0 269,714.3705 D \$0.10 par

value Common

value

Stock, \$0.10 par 03/10/2015 F 3,025 D \$ 266,689.3705 D

value

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Market Share Units	<u>(5)</u>	03/10/2015		M		2,740	<u>(1)</u>	03/10/2017(1)	Common Stock, \$0.10 par value	2,74
Market Share Units	<u>(5)</u>	03/10/2015		M		5,279	<u>(4)</u>	03/10/2018(4)	Common Stock, \$0.10 par value	5,2
Market Share Units	<u>(5)</u>	03/10/2015		A	19,930		<u>(6)</u>	03/10/2019(6)	Common Stock, \$0.10 par value	19,9

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cuss Francis M BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154

EVP & CSO

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Francis M. Cuss

03/12/2015

**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 10, 2013.
- (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, 2014.
- 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%.
- (6) 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. 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.

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