

BRISTOL MYERS SQUIBB CO

Form 4

March 09, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DIXON WENDY L

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB  
COMPANY, RT. 206 &  
PROVINCELINE ROAD

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

BRISTOL MYERS SQUIBB CO  
[(BMY)]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2006

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)  
CMO & Pres, Global Marketing

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. Code	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.10 par value	03/07/2006		A		8,855 (1)	\$ 22.73	86,800 D
Common Stock, \$0.10 par value	03/07/2006		A		5,107 (2)	\$ 22.73	91,907 D
Common Stock,	03/07/2006		F		1,508 (3)	\$ 22.73	90,399 D

\$0.10 par  
value

Common  
Stock,  
\$0.10 par  
value

1,324.19 <sup>(4)</sup> I

By BMY  
Savings &  
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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Executive Option (right to buy)	\$ 22.73	03/07/2006		A		37,145		<sup>(5)</sup>	03/06/2016	Common Stock, \$0.10 par value	37,145

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

DIXON WENDY L  
BRISTOL-MYERS SQUIBB COMPANY  
RT. 206 & PROVINCELINE ROAD  
PRINCETON, NJ 08540

CMO & Pres, Global Marketing

## Signatures

By: /s/ Sandra Leung,  
Attorney-in-Fact

03/09/2006

\_\_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) Shares consist of restricted stock with one-third vesting on each of the third, fourth and fifth anniversaries of the grant date.

(2) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.

(3) Shares withheld for payment of taxes.

(4) Based on a plan statement as of the end of the most recent fiscal quarter.

Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and  
(5) remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

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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