

BRISTOL MYERS SQUIBB CO
 Form 4/A
 May 10, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Caldarella Joseph C

2. Issuer Name and Ticker or Trading Symbol
 BRISTOL MYERS SQUIBB CO
 [(BMY)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Financial Controller

BRISTOL-MYERS SQUIBB
 COMPANY, ROUTE 206 &
 PROVINCELINE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/08/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08543

(City) (State) (Zip)

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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Option (right to buy)	\$ 27.01	03/06/2007		A	22,598	(<u>1</u>) 03/05/2017	Common Stock, \$0.10 par value 22,598
Restricted Stock Units	(<u>2</u>)	03/06/2007		A	5,647	(<u>3</u>) (<u>3</u>)	Common Stock, \$0.10 par value 5,647

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Caldarella Joseph C
 BRISTOL-MYERS SQUIBB COMPANY
 ROUTE 206 & PROVINCELINE ROAD
 PRINCETON, NJ 08543

VP & Financial Controller

Signatures

By: /s/ Sonia Vora,
 Attorney-in-Fact
 Date: 05/10/2007

 **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) Exercisable as to 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant.
- (2) This Form 4 is being amended to clarify that each restricted stock unit converts into one share of common stock upon vesting.
- (3) Twenty-five percent of the restricted stock units will vest on each of the first, second, third and fourth anniversaries of the grant date and be converted into shares of common stock.

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.