

BRISTOL MYERS SQUIBB CO
 Form 4
 March 05, 2014

FORM 4

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

OMB APPROVAL

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

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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 *
 Schmukler Louis S

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)
 03/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Global Mfg. & Supply

BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE
 (Street)

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

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

NEW YORK, NY 10154

(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		
Common Stock, \$0.10 par value					14,695.789	D	

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

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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 Security (Instr. 3 and 4)
Performance Shares	(1)	03/03/2014		A	5,134 (2)	(1) 03/31/2015(1)	Common Stock, \$0.10 par value
Performance Shares	(3)	03/03/2014		J	357,335 (4)	(3) 03/31/2015(3)	Common Stock, \$0.10 par value
Performance Shares	(5)	03/03/2014		A	5,563 (6)	(5) 03/31/2016(5)	Common Stock, \$0.10 par value
Performance Shares	(7)	03/03/2014		J	173,542 (8)	(7) 03/31/2016(7)	Common Stock, \$0.10 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmukler Louis S BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154			Pres., Global Mfg. & Supply	

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Louis S. Schmukler

03/05/2014

__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) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.

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- (2) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
- (3) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (4) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
- (5) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
- (6) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.
- (7) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.
- (8) Represents dividend equivalents earned under the 2013-2015 Long-Term Performance Award.

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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