

BRISTOL MYERS SQUIBB CO
Form 4/A
March 23, 2015

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 *
Bancroft Charles A

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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

BRISTOL-MYERS SQUIBB
COMPANY, 345 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2015

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)		
			Code	V	Amount or Price				
Common Stock, \$0.10 par value	03/10/2015		M		6,410 (1)	A	\$ 0	157,359.94 (2)	D
Common Stock, \$0.10 par value	03/10/2015		J		4,065 (3)	A	\$ 0	161,424.94 (2)	D
Common Stock, \$0.10 par	03/10/2015		F		4,716 (4)	D	\$ 65.53	156,708.94 (2)	D

value

Common Stock, \$0.10 par value 03/10/2015 M 6,829⁽⁵⁾ A \$ 0 163,537.94⁽²⁾ D

Common Stock, \$0.10 par value 03/10/2015 J 716⁽³⁾ A \$ 0 164,253.94⁽²⁾ D

Common Stock, \$0.10 par value 03/10/2015 F 3,397⁽⁴⁾ D \$ 65.53 160,856.94⁽²⁾ D

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.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bancroft Charles A BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154			EVP & Chief Financial Officer	

Signatures

/s/ Robert J. Wollin, attorney-in-fact for Charles A.
Bancroft

03/23/2015

__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.

Due to a software error, this Form 4 is being amended to report in Column 5 the correct number of securities beneficially owned following the reported transactions. A Form 4 filed on March 4, 2015 (relating to the distribution of performance shares earned under the

- (2) 2012-2014 Long-Term Performance Award) and a Form 4 filed on March 10, 2015 incorrectly reported in Column 5 the number of securities beneficially owned following the reported transactions included in each Form 4, and the incorrect amounts in the Form 4 filed on March 10, 2015 were carried over to this Form 4.
- (3) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (4) Shares withheld for payment of taxes upon vesting of awards.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2014.

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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