

BRISTOL MYERS SQUIBB CO
Form 3
May 15, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gordon Murdo</p> <p>(Last) (First) (Middle)</p> <p>BRISTOL-MYERS SQUIBB COMPANY,Â 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10154</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/05/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BRISTOL MYERS SQUIBB CO [BMY]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Head of Worldwide Markets</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.10 par value | 205 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------------------------|----------------------------|----------|---------------------------------------|---|
| Market Share Units | Â (1) | 03/06/2016 | Common Stock, \$0.10 par value | 1,282 | \$ (2) | D | Â |
| Market Share Units | Â (3) | 03/10/2017 | Common Stock, \$0.10 par value | 3,060 | \$ (2) | D | Â |
| Market Share Units | Â (4) | 03/10/2018 | Common Stock, \$0.10 par value | 5,514 | \$ (2) | D | Â |
| Market Share Units | Â (5) | 03/10/2019 | Common Stock, \$0.10 par value | 9,822 | \$ (2) | D | Â |
| Performance Shares | Â (6) | 03/10/2016 | Common Stock, \$0.10 par value | 8,095.32 | \$ (7) | D | Â |
| Performance Shares | Â (8) | 03/10/2017 | Common Stock, \$0.10 par value | 16,695.7 | \$ (8) | D | Â |
| Restricted Stock Units | Â (9) | 07/01/2016 | Common Stock, \$0.10 par value | 4,670 | \$ (10) | D | Â |
| Restricted Stock Units | Â (11) | 08/01/2018 | Common Stock, \$0.10 par value | 4,531 | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Murdo BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â | Â SVP, Head of Worldwide Markets | Â |

Signatures

/s/ Murdo
Gordon

05/15/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These market share units will vest on March 6, 2016.

(2) 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%.

(3) One-half of these market share units will vest on each of March 10, 2016 and March 10, 2017.

(4) One-third of these market share units will vest on each of March 10, 2016, March 10, 2017, and March 10, 2018.

(5) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date, starting on March 10, 2016.

(6) Consists of 7,739.66 performance shares and 355.66 performance shares representing dividend equivalents earned under the 2013-2015 Long-Term Performance Award.

(7) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.

(8) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.

(9) One-half of these restricted stock units will vest on each of July 1, 2015 and July 1, 2016.

(10) Each restricted stock unit converts into one share of common stock upon vesting.

(11) The restricted stock units vest in three equal annual installments beginning on August 1, 2016.

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Remarks:

EXHIBIT LIST: Exhibit 24 - Murdo Gordon Power of Attorney

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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