

Caforio Giovanni  
Form 4  
March 13, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Caforio Giovanni

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)

BRISTOL-MYERS SQUIBB  
COMPANY, 430 E. 29TH STREET,  
14 FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2019

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman and CEO

(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 10016

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.10 par<br>value | 03/10/2019                              |                                                             | M                                    | 7,052 <sup>(1)</sup>                                                    | A \$ 0 296,728.333                                                                                                 | D                                                                       |                                                                                |
| Common<br>Stock,<br>\$0.10 par<br>value | 03/10/2019                              |                                                             | J                                    | 1,405 <sup>(2)</sup>                                                    | D \$ 0 295,323.333                                                                                                 | D                                                                       |                                                                                |
| Common<br>Stock,                        | 03/10/2019                              |                                                             | F                                    | 3,006 <sup>(3)</sup>                                                    | D \$ 292,317.333                                                                                                   | D                                                                       |                                                                                |
|                                         |                                         |                                                             |                                      |                                                                         | 51.39                                                                                                              |                                                                         |                                                                                |

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|                                |            |   |                               |   |          |             |   |
|--------------------------------|------------|---|-------------------------------|---|----------|-------------|---|
| \$0.10 par value               |            |   |                               |   |          |             |   |
| Common Stock, \$0.10 par value | 03/10/2019 | M | <u>18,183</u> <sup>(4)</sup>  | A | \$ 0     | 310,500.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | J | 3,840 <u>(2)</u>              | D | \$ 0     | 306,660.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | F | 7,633 <u>(3)</u>              | D | \$ 51.39 | 299,027.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | M | <u>21,442</u> <sup>(5)</sup>  | A | \$ 0     | 320,469.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | J | 2,311 <u>(2)</u>              | D | \$ 0     | 318,158.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | F | <u>10,181</u> <sup>(3)</sup>  | D | \$ 51.39 | 307,977.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | M | <u>18,723</u> <sup>(6)</sup>  | A | \$ 0     | 326,700.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | J | 4,428 <u>(2)</u>              | D | \$ 0     | 322,272.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | F | 7,608 <u>(3)</u>              | D | \$ 51.39 | 314,664.333 | D |
| Common Stock, \$0.10 par value | 03/10/2019 | M | <u>108,019</u> <sup>(7)</sup> | A | \$ 0     | 422,683.333 | D |
| Common Stock, \$0.10 par       | 03/10/2019 | F | <u>57,484</u> <sup>(3)</sup>  | D | \$ 51.39 | 365,199.333 | D |

value

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title a<br>Underlyi<br>(Instr. 3) |                     |                 |                                    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|---------------------|-----------------|------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                   | (A)                                                            | (D)                                  | Date<br>Exercisable | Expiration Date | Title                              |
| Market Share<br>Units                               | (8)                                                                | 03/10/2019                              |                                                             | M                                    |                                                                                                     |                                                                | 7,052                                | (1)                 | 03/10/2019(1)   | Comm<br>Stock<br>\$0.10 p<br>value |
| Market Share<br>Units                               | (8)                                                                | 03/10/2019                              |                                                             | M                                    |                                                                                                     |                                                                | 18,183                               | (4)                 | 03/10/2020(4)   | Comm<br>Stock<br>\$0.10 p<br>value |
| Market Share<br>Units                               | (8)                                                                | 03/10/2019                              |                                                             | M                                    |                                                                                                     |                                                                | 21,442                               | (5)                 | 03/10/2021(5)   | Comm<br>Stock<br>\$0.10 p<br>value |
| Market Share<br>Units                               | (8)                                                                | 03/10/2019                              |                                                             | M                                    |                                                                                                     |                                                                | 18,723                               | (6)                 | 03/10/2022(6)   | Comm<br>Stock<br>\$0.10 p<br>value |
| Market Share<br>Units                               | (8)                                                                | 03/10/2019                              |                                                             | A                                    |                                                                                                     | 99,172                                                         |                                      | (9)                 | 03/10/2023(9)   | Comm<br>Stock<br>\$0.10 p<br>value |
| Performance<br>Shares                               | (10)                                                               | 03/10/2019                              |                                                             | M                                    |                                                                                                     |                                                                | 108,019<br>(7)                       | (10)                | 03/10/2019(10)  | Comm<br>Stock<br>\$0.10 p<br>value |
| Performance<br>Shares                               | (11)                                                               | 03/10/2019                              |                                                             | A                                    |                                                                                                     | 148,758                                                        |                                      | (11)                | 03/10/2022(11)  | Comm<br>Stock<br>\$0.10 p<br>value |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                  |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer          | Other |
| Caforio Giovanni<br>BRISTOL-MYERS SQUIBB COMPANY<br>430 E. 29TH STREET, 14 FLOOR<br>NEW YORK, NY 10016 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Giovanni  
Caforio

03/13/2019

\_\_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, 2015.
  - (2) Represents a downward adjustment to the number of shares acquired upon the vesting of market share units due to the performance factor.
  - (3) Shares withheld for payment of taxes upon vesting of awards.
  - (4) Represents vesting of one-quarter of market share units granted on March 10, 2016.
  - (5) Represents vesting of one-quarter of market share units granted on March 10, 2017.
  - (6) Represents vesting of one-quarter of market share units granted on March 10, 2018.
  - (7) Amount represents distribution of performance shares earned under the 2016-2018 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.  
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%.
  - (8) Twenty-five percent of these market share units will vest on each of the first, second, third, and fourth anniversaries of the grant date.
  - (9) Each performance share converts into one share of common stock upon distribution in the first quarter of 2019, subject to a Total Shareholder Return modifier.
  - (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2022.

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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