

Lynch Thomas J. Jr.
Form 4
April 05, 2018

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 *
Lynch Thomas J. Jr.

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, 345 PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP & Chief Scientific Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, \$0.10 par value	04/03/2018		M	6,296 A	\$ 0	15,546.964	D
Common Stock, \$0.10 par value	04/03/2018		F	3,351 (1) D	\$ 62.77	12,195.964	D
Common Stock, \$0.10 par	04/03/2018		M	6,071 (2) A	\$ 0	18,266.964	D

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value

Common
Stock,
\$0.10 par
value

04/03/2018

J

949 ⁽³⁾

A

\$ 0

19,215.964

D

Common
Stock,
\$0.10 par
value

04/03/2018

F

3,737
⁽¹⁾

D

\$
62.77

15,478.964

D

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)

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
Restricted Stock Units	(4)	04/03/2018		M		6,296		(5)	04/03/2021(5)	Common Stock, \$0.10 par value	6,296
Market Share Units	(6)	04/03/2018		M		6,071		(2)	04/03/2021(2)	Common Stock, \$0.10 par value	6,071

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lynch Thomas J. Jr.
BRISTOL-MYERS SQUIBB COMPANY

EVP & Chief Scientific Officer

345 PARK AVENUE
NEW YORK, NY 10154

Signatures

/s/ Lisa A. Atkins, attorney-in-fact for Thomas J. Lynch, Jr.
M.D.

04/05/2018

____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) Shares withheld for payment of taxes upon vesting of awards.
- (2) Represents vesting of one-quarter of market share units granted on April 3, 2017.
- (3) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (4) Each restricted stock unit converts into one share of common stock upon vesting.
- (5) Represents vesting of one-quarter of restricted stock units granted on April 3, 2017.

- (6) 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%.

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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