

# **BRISTOL MYERS SQUIBB CO**

# Reported by **ELICKER JOHN E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 03/11/13 for the Period Ending 03/10/13

Address 345 PARK AVE

NEW YORK, NY 10154

Telephone 2125464000

CIK 0000014272

Symbol BMY

SIC Code 2834 - Pharmaceutical Preparations

Industry Biotechnology & Drugs

Sector Healthcare

Fiscal Year 12/31





] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2. Issuer Name <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
E						MY	ERS SO	QUIBB	CO	Directo	or		10% O	wner	
(First)	(Mid	ldle)	_	3. Date of Earliest Transaction (MM/DD/YYYY)						pelow)	,				
	•					•	3/10/201	.3	i	SVP Pub	Allairs o	x mv Kei	ation		
(Street)						ent,	Date Orig	inal File				nt/Group l	Filing (Che	eck	
NY 101 (State)		)												n	
	Table l	I - Non-I	Deriv	ati	ve Securit	ties	Acquired	l, Dispos	ed of, or B	eneficially	y Owned	l			
			2. Tra Date	ans.	2A. Deemed Execution Date, if any	Co (In:	de Ac str. 8) Dis (In	quired (A) of sposed of (E str. 3, 4 and (A) or	Followin (Instr. 3 a	g Reported T			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
le II - De	rivative	Securitie	es Be	enef	icially Ov	vne	ed ( <i>e.g.</i> , p	outs, call	s, warrants	s, options,	, convert	tible secur	rities)		
2. Conversion or Exercise Price of Derivative Security		3A. Deemed	Code	s. ]	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable		Title	Amount or Number of Shares		Reported	(I) (Instr.		
(1)	3/10/2013		A		7403.0000		(2)	3/10/2017	Common Stock, \$0.10 par value	7403.0000	\$0.0000	7403.0000	D		
	YERS S 345 PAI (Street)  NY 101 (State)  le II - Del 2. Conversion or Exercise Price of Derivative Security	YERS SQUIBING SQUIBIN	(First) (Middle)  YERS SQUIBB 345 PARK AVENUE (Street)  NY 10154 (State) (Zip)  Table I - Non-I  12.	E [ [ [ [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]	BRI   BN   BRI   BN   BN   BN   BN   BN   BN   BN   B	E BRISTOL I [BMY]  (First) (Middle) 3. Date of Earl  YERS SQUIBB 345 PARK AVENUE  (Street) 4. If Amendme (MM/DD/YYYY)  NY 10154  (State) (Zip) 2. Trans. Date 2. Trans. Date 2. Trans. Date 3. Trans. Conversion or Exercise Price of Derivative Securities Price of Derivative Security 2. Trans. Code (Instr. Acquired (A) Disposed of (Instr. 3, 4 an Code V (A) 3/10/2013	BRISTOL MY [BMY]  (First) (Middle) 3. Date of Earliest  YERS SQUIBB 345 PARK AVENUE  (Street) 4. If Amendment, (MM/DD/YYYY)  NY 10154 (State) (Zip) 2. Trans. Date 2. Trans. Date 2. Deemed Execution Date, if any 3. Cooresion or Exercise Price of Derivative Securities  Price of Derivative Securities Beneficially Owne Execution Date, if any 3. Trans. Date 3. Trans. Deemed Execution Code Executive Securities  Price of Derivative Securities Beneficially Owne Execution Date, if any 8. Code V (A) (D)  3/10/2013	BRISTOL MYERS SO [BMY]  (First) (Middle) 3. Date of Earliest Transacti  YERS SQUIBB 3/10/201  3/10/201  4. If Amendment, Date Orig (MM/DD/YYYY)  NY 10154 (State) (Zip)  Table I - Non-Derivative Securities Acquired  2. Trans. Date  3/10/201  2. Trans. Date  4. S. Number of Code V An  Deemed Execution Or Exercise Price of Price of Poerivative Securities  3/10/2013  3. Trans. Date  4. S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A)  Date  Code V (A)  Date  Code V (A)  Date  Exercisable	BRISTOL MYERS SQUIBB  [BMY]  (First) (Middle) 3. Date of Earliest Transaction (MM/D  YERS SQUIBB  3/10/2013  3/10/2013  4. If Amendment, Date Original File (MM/DD/YYYY)  NY 10154  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispose (Instr. 8) Date Deemed Execution Date, if any Code V Amount (D)  Re II - Derivative Securities Beneficially Owned ( e.g. , puts, call Execution Or Exercise Price of Date, if any Date Execution Date, if (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date  Code V (A) (D) Date Exercisable Date (D) Date Exercisable Date (D) Date Exercisable Date (D) Date (	BRISTOL MYERS SQUIBB CO [BMY]  3. Date of Earliest Transaction (MM/DD/YYYY)  YERS SQUIBB 3/10/2013  3/10/2013  3/10/2013  3/10/2013  3/10/2013  3/10/2013  3. Date of Earliest Transaction (MM/DD/YYYY)  3/10/2013  3/10/2013  3/10/2013  3. Date of Earliest Transaction (MM/DD/YYYY)  3/10/2013  3/10/2013  3/10/2013  3. Trans. Deemed Execution Date, if any  3. Trans. Date  Code V Amount (D) Price  1. Title and Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  3/10/2013  4. Deemed Code Securities Acquired (A) or Disposed of (D) (Instr. 3 and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable and Expiration Date Securities Code (Instr. 3 and 4)  Code V (A) (D) Date Exercisable Expiration Date Date Exercisable Date  1. Title Date Exercisable Date Common Stock, \$0.10  Common Stock, \$0.10  Common Stock, \$0.10  Common Stock, \$0.10	BRISTOL MYERS SQUIBB CO [BMY]  STATE   SQUIBB   STOL MYERS SQUIBB CO   Director    (First) (Middle)   3. Date of Earliest Transaction (MM/DD/YYYY)   X _ Officible    SVP Pub   SVP Pub   SVP Pub    (Street)   4. If Amendment, Date Original Filed   6. Individual Applicable Liver    (Street)   4. If Amendment, Date Original Filed   6. Individual Applicable Liver    (Street)   4. If Amendment, Date Original Filed   6. Individual Applicable Liver    (State)   2. Trans. Date   2. Trans. Demend   2. Trans. Demend    (Execution Date, if any   Code   V   Amount   Disposed of (D)    (Instr. 8)   S. Amount of Securities    (A)   Or   Or   Order    (Instr. 3 and 4)   Order    (	BRISTOL MYERS SQUIBB CO [BMY]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)  YERS SQUIBB  3/10/2013  3/10/2013  4. If Amendment, Date Original Filed (MM/DD/YYYY)  NY 10154 (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YYYY)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if any Code Date, if any Code Date, if any Special Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  Research (Date (Securities Derivative Securities Derivative	BRISTOL MYERS SQUIBB CO  [BMY]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYY)  SVP Pub Affairs & Inv Rel  3/10/2013  4. If Amendment, Date Original Filed (MM/DD/YYYY)  NY 10154  (State)  (State)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  NY 10154  (State)  2. Trans. Date  2. Trans. Date Deemed Execution Date, in any Date Date Date Date Date Date Date Date	Check all applicable   Check all applicable	

#### **Explanation of Responses:**

- (1) 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%.
- (2) Twenty-five percent of the market share unit award will vest on each of the first, second, third and fourth anniversaries of the grant date.

Reporting Owners

reporting 6 where								
Demouting Oversa Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Elicker John E BRISTOL-MYERS SQUIBB COMPANY								
345 PARK AVENUE NEW YORK, NY 10154			SVP Pub Affairs & Inv Relation	l				

/s/ Robert J. Wollin, attorney-in-fact for John E. Elicker

3/11/2013

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.