

BRISTOL MYERS SQUIBB CO

Reported by
BANCROFT CHARLES A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/11/13 for the Period Ending 03/07/13

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

FORM 4

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

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Bancroft Charles A	BRISTOL MYERS SQUIBB CO [BMY]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Financial Officer
(Last) (First) (Middle) BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE	3. Date of Earliest Transaction (MM/DD/YYYY) 3/7/2013	
(Street) NEW YORK, NY 10154	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.10 par value	3/7/2013		M		46815.0000 (1)	A	\$0.0000	119621.1660	D	
Common Stock, \$0.10 par value	3/7/2013		M		9747.0000 (2)	A	\$0.0000	129368.1660	D	
Common Stock, \$0.10 par value	3/7/2013		M		7323.0000 (3)	A	\$0.0000	136691.1660	D	
Common Stock, \$0.10 par value	3/7/2013		M		5657.0000 (4)	A	\$0.0000	142348.1660	D	
Common Stock, \$0.10 par value	3/7/2013		J		4290.0000 (5)	A	\$0.0000	146638.1660	D	
Common Stock, \$0.10 par value	3/7/2013		J		2794.0000 (5)	A	\$0.0000	149432.1660	D	
Common Stock, \$0.10 par value	3/7/2013		J		1012.0000 (5)	A	\$0.0000	150444.1660	D	
Common Stock, \$0.10 par value	3/7/2013		F		2571.0000 (6)	D	\$37.5300	147873.1660	D	
Common Stock, \$0.10 par value	3/7/2013		F		3509.0000 (6)	D	\$37.5300	144364.1660	D	
Common Stock, \$0.10 par value	3/7/2013		F		4271.0000 (6)	D	\$37.5300	140093.1660	D	
Common Stock, \$0.10 par value	3/7/2013		F		21078.0000 (7)	D	\$37.5300	119015.1660	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Market Share Units	(8)	3/7/2013		M			5657.0000	(4)	(4)	Common Stock, \$0.10 par value	5657.0000	\$0.0000	34899.0000 (9)	D	
Market Share Units	(8)	3/7/2013		M			9747.0000	(2)	(2)	Common Stock, \$0.10 par value	9747.0000	\$0.0000	25152.0000 (9)	D	
Market Share Units	(8)	3/7/2013		M			7323.0000	(3)	3/6/2016 (3)	Common Stock, \$0.10 par value	7323.0000	\$0.0000	21970.0000	D	
Performance Shares	(10)	3/7/2013		A		13606.0000 (11)		(10)	(10)	Common Stock, \$0.10 par value	13606.0000	\$0.0000	45019.7047	D	
Performance Shares	(12)	3/7/2013		J		1795.2953 (13)		(12)	(12)	Common Stock, \$0.10 par value	1795.2953	\$0.0000	46815.0000	D	
Performance Shares	(10)	3/7/2013		M			46815.0000 (1)	(10)	(10)	Common Stock, \$0.10 par value	46815.0000	\$0.0000	0.0000	D	
Performance Shares	(14)	3/7/2013		A		23186.0000 (15)		(14)	3/31/2014 (14)	Common Stock, \$0.10 par value	23186.0000	\$0.0000	51402.0000	D	
Performance Shares	(16)	3/7/2013		J		2051.7274 (17)		(16)	3/31/2014 (16)	Common Stock, \$0.10 par value	2051.7274	\$0.0000	53453.7274	D	
Performance Shares	(18)	3/7/2013		A		17610.0000 (19)		(18)	3/31/2015 (18)	Common Stock, \$0.10 par value	17610.0000	\$0.0000	17610.0000	D	
Performance Shares	(20)	3/7/2013		J		702.9090 (21)		(20)	3/31/2015 (20)	Common Stock, \$0.10 par value	702.9090	\$0.0000	18312.9090	D	

Explanation of Responses:

- (1) Represents distribution of performance shares earned under the 2010-2012 Long-Term Performance Award.
- (2) Represents vesting of one-quarter of market share units granted on March 1, 2011. The balance of the award is scheduled to vest in two equal installments on the third and fourth anniversaries of the grant date.
- (3) Represents vesting of one-quarter of market share units granted on March 6, 2012. The balance of the award is scheduled to vest in three equal installments on the second, third, and fourth anniversaries of the grant date.
- (4) Represents vesting of one-quarter of market share units granted on March 2, 2010. The balance of the award is scheduled to vest on the fourth anniversary of the grant date.
- (5) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (6) Shares withheld for payment of taxes upon vesting of market share units.
- (7) Shares withheld for payment of taxes upon distribution of the 2010-2012 Long-Term Performance Award.
- (8) 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%.

- (9) Represents an aggregate of the derivative securities beneficially owned under the awards granted on March 2, 2010 and March 1, 2011.
- (10) Each performance share converts into one share of common stock upon distribution in the first quarter of 2013.
- (11) Represents performance shares earned under the 2010-2012 Long-Term Performance Award.
- (12) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2013.
- (13) Represents dividend equivalents earned under the 2010-2012 Long-Term Performance Award.
- (14) Each performance share converts into one share of common stock upon distribution in the first quarter of 2014.
- (15) Represents performance shares earned under the 2011-2013 Long-Term Performance Award.
- (16) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2014.
- (17) Represents dividend equivalents earned under the 2011-2013 Long-Term Performance Award.
- (18) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
- (19) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
- (20) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (21) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.

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

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.

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