

# **BRISTOL MYERS SQUIBB CO**

Reported by  
**DANIELS BRIAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/05/14 for the Period Ending 03/03/14

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)
DANIELS BRIAN	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) SVP Global Dev & Med Affairs
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE	3/3/2014	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10154		<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	3/3/2014		M		2691 (1)	A	\$0	56240.041	D	
Common Stock, \$0.10 par value	3/3/2014		F		1212 (2)	D	\$53.49	55028.041	D	
Common Stock, \$0.10 par value	3/3/2014		M		3813 (3)	A	\$0	58841.041	D	
Common Stock, \$0.10 par value	3/3/2014		J		3813 (4)	A	\$0	62654.041	D	
Common Stock, \$0.10 par value	3/3/2014		F		3434 (2)	D	\$53.49	59220.041	D	
Common Stock, \$0.10 par value	3/3/2014		M		3703 (5)	A	\$0	62923.041	D	
Common Stock, \$0.10 par value	3/3/2014		J		3703 (4)	A	\$0	66626.041	D	
Common Stock, \$0.10 par value	3/3/2014		F		3335 (2)	D	\$53.49	63291.041	D	
Common Stock, \$0.10 par value	3/3/2014		M		40119 (6)	A	\$0	103410.041	D	
Common Stock, \$0.10 par value	3/3/2014		F		16402 (2)	D	\$53.49	87008.041	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
						(A) (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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(7)	3/3/2014		M		2691	(1)	(1)	Common Stock, \$0.10 par value	2691.0	\$0	0	D	
Market Share Units	(8)	3/3/2014		M		3813	(3)	3/31/2014 (3)	Common Stock, \$0.10 par value	3813.0	\$0	0	D	
Market Share Units	(8)	3/3/2014		M		3703	(5)	3/31/2015 (5)	Common Stock, \$0.10 par value	3703.0	\$0	3703	D	
Performance Shares	(9)	3/3/2014		A		18600 (10)	(9)	3/31/2014 (9)	Common Stock, \$0.10 par value	18600.0	\$0	38906.4267	D	
Performance Shares	(11)	3/3/2014		J		1212.5733 (12)	(11)	3/31/2014 (11)	Common Stock, \$0.10 par value	1212.5733	\$0	40119	D	
Performance Shares	(9)	3/3/2014		M		40119 (6)	(9)	3/31/2014 (9)	Common Stock, \$0.10 par value	40119.0	\$0	0	D	
Performance Shares	(13)	3/3/2014		A		6112 (14)	(13)	3/31/2015 (13)	Common Stock, \$0.10 par value	6112.0	\$0	13636.827	D	
Performance Shares	(15)	3/3/2014		J		425.4115 (16)	(15)	3/31/2015 (15)	Common Stock, \$0.10 par value	425.4115	\$0	14062.2385	D	
Performance Shares	(17)	3/3/2014		A		5135 (18)	(17)	3/31/2016 (17)	Common Stock, \$0.10 par value	5135.0	\$0	5135	D	
Performance Shares	(19)	3/3/2014		J		160.1904 (20)	(19)	3/31/2016 (19)	Common Stock, \$0.10 par value	160.1904	\$0	5295.1904	D	

**Explanation of Responses:**

- (1) Represents vesting of one-third of restricted stock units granted on March 3, 2009.
- (2) Shares withheld for payment of taxes upon vesting of awards.
- (3) Represents vesting of one-quarter of market share units granted on March 2, 2010.
- (4) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.
- (5) Represents vesting of one-quarter of market share units granted on March 1, 2011.
- (6) Represents distribution of performance shares earned under the 2011-2013 Long-Term Performance Award.
- (7) Each restricted stock unit converts into one share of common stock upon vesting.
- (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) Each performance share converts into one share of common stock upon distribution in the first quarter of 2014.
- (10) Represents performance shares earned under the 2011-2013 Long-Term Performance Award.
- (11) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2014.
- (12) Represents dividend equivalents earned under the 2011-2013 Long-Term Performance Award.
- (13) Each performance share converts into one share of common stock upon distribution in the first quarter of 2015.
- (14) Represents performance shares earned under the 2012-2014 Long-Term Performance Award.
- (15) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2015.
- (16) Represents dividend equivalents earned under the 2012-2014 Long-Term Performance Award.
- (17) Each performance share converts into one share of common stock upon distribution in the first quarter of 2016.
- (18) Represents performance shares earned under the 2013-2015 Long-Term Performance Award.

( 19) Each dividend equivalent converts into one share of common stock upon distribution in the first quarter of 2016.

( 20) Represents dividend equivalents earned under the 2013-2015 Long-Term Performance Award.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DANIELS BRIAN</b> <b>BRISTOL-MYERS SQUIBB COMPANY</b>  <b>345 PARK AVENUE</b> <b>NEW YORK, NY 10154</b>			<b>SVP Global Dev &amp; Med Affairs</b>	

#### Signatures

/s/ Robert J. Wollin, attorney-in-fact for Brian Daniels

3/5/2014

\*\* 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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