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BRISTOL MYERS SQUIBB CO

Reported by

CAZALA BEATRICE J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/04/11 for the Period Ending 03/02/11

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

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FORM 4

[ ] 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
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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(f) 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)
Cazala Beatrice J	**BRISTOL MYERS SQUIBB CO [BMY]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **ROUTE 206 & PROVINCE LINE ROAD**	3. Date of Earliest Transaction (MM/DD/YYYY) **3/2/2011**	__ **X** __ Officer (give title below) _____ Other (specify below) **SVP Comm Ops & Pres GC Euro EM**
(Street) **PRINCETON, NJ 08543** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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	**3/2/2011**		**M**		**6789.0000** (1)	**A**	**$0.0000**	**145197.5800**	**D**	
Common Stock, $0.10 par value	**3/2/2011**		**J**		**248.0000** (2)	**A**	**$0.0000**	**145445.5800**	**D**	
Common Stock, $0.10 par value	**3/2/2011**		**F**		**2715.0000** (3)	**D**	**$0.0000**	**142730.5800**	**D**	
Common Stock, $0.10 par value								**3422.6700** (4)	**I**	**By BMY Savings & Investment Program**

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	(5)	**3/2/2011**		**M**			**6789.0000**	(6)	(6)	**Common Stock, $0.10 par value**	**6789.0000**	**$0.0000**	**57911.0000**	**D**	

Explanation of Responses:

(1) Shares acquired upon vesting of market share units.

(2) Adjustment reflects additional shares acquired upon the vesting of market share units due to the performance factor.

(3) Shares withheld for payment of taxes upon vesting of market share units.

(4) Based on a plan statement as of the end of the most recent fiscal quarter.

(5) Each market share unit converts into the number of shares of common stock based on the average of the closing share price of the company's common stock on the vesting date and the nine trading days immediately preceding the vesting date.

(6) 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 and will be converted into shares of common stock based on a performance factor.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cazala Beatrice J **ROUTE 206 & PROVINCE LINE ROAD** **PRINCETON, NJ 08543**			**SVP Comm Ops & Pres GC Euro EM**	

Signatures

/s/ Sonia Vora, Attorney-in-Fact — **3/4/2011**

** 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.