

BRISTOL MYERS SQUIBB CO

Form 4

September 16, 2014

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cuss Francis M

(Last) (First) (Middle)

BRISTOL-MYERS SQUIBB  
COMPANY, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRISTOL MYERS SQUIBB CO  
[BMY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & CSO

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.10 par<br>value | 09/16/2014                              |                                                             | M                                    | 25,000 A                                                                | \$ 24.74 263,446.292                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock,<br>\$0.10 par<br>value | 09/16/2014                              |                                                             | M                                    | 38,667 A                                                                | \$ 25.45 302,113.292                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock,<br>\$0.10 par          | 09/16/2014                              |                                                             | S                                    | 63,667 D                                                                | \$ 50.7653 238,446.292                                                                                             | D                                                                       |                                                                   |

(1)

value

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                   |
| Option<br>(right to<br>buy)                         | \$ 24.74                                                           | 09/16/2014                              |                                                             | M                                    | 25,000                                                                                                       | <u>(2)</u>                                                     | 11/30/2016                                                          | Common<br>Stock,<br>\$0.10 par<br>value |
| Option<br>(right to<br>buy)                         | \$ 25.45                                                           | 09/16/2014                              |                                                             | M                                    | 38,667                                                                                                       | <u>(3)</u>                                                     | 02/28/2015                                                          | Common<br>Stock,<br>\$0.10 par<br>value |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Cuss Francis M  
BRISTOL-MYERS SQUIBB COMPANY  
345 PARK AVENUE  
NEW YORK, NY 10154

EVP & CSO

## Signatures

/s/ Robert J. Wollin, attorney-in-fact for Francis M.  
Cuss

09/16/2014

\_\_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).

A portion of these shares were sold to cover exercise price and taxes in accordance with broker's procedure for sell-to-cover transactions.

(1) The price reported reflects the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$50.66 to \$50.825, inclusive. The reporting person undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

(2) One-third of the stock option award vested on each of the third, fourth, and fifth anniversaries of the grant date, which was December 1, 2006.

(3) Twenty-five percent of the stock option award vested on each of the first, second, third, and fourth anniversaries of the grant date, which was March 1, 2005.

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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