

DANIELS BRIAN

Form 4

March 06, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DANIELS BRIAN

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
BRISTOL-MYERS SQUIBB
COMPANY, ROUTE 206 &
PROVINCELINE ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2008

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP Global Development

(Street)
PRINCETON, NJ 08543

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Executive Option (right to buy)	\$ 22.14	03/04/2008		A		73,477		<u>(1)</u>	03/03/2018	Common Stock, \$0.10 par value	73,477
Restricted Stock Units	<u>(2)</u>	03/04/2008		A		5,610		<u>(3)</u>	<u>(3)</u>	Common Stock, \$0.10 par value	5,610

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DANIELS BRIAN BRISTOL-MYERS SQUIBB COMPANY ROUTE 206 & PROVINCELINE ROAD PRINCETON, NJ 08543	SVP Global Development

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact 03/06/2008

__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).
- Option is not exercisable until the closing share price of common stock achieves a price of at least 15% above the option grant price and
- (1) remains at that price for seven consecutive trading days. Shares vest 25% per year, on a cumulative basis, commencing one year after the grant date.
 - (2) Each restricted stock unit converts into one share of common stock upon vesting.
 - (3) One-third of the restricted stock units will vest on each of the third, fourth and fifth anniversaries of the grant date and be converted into shares of common stock.

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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