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INTERNATIONAL BUSINESS MACHINES CORP

Form 8-K

November 26, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported) November 20, 2002.

INTERNATIONAL BUSINESS MACHINES CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|------------------|---------------------|
| New York | 1-2360 | 13-0871985 |
| (State of Incorporation) | (Commission File | (I.R.S. Employer |
| Armonk, New York | Number) | Identification No.) |
| (Address of principal executive offices) | 10504 | |
| | (Zip Code) | |

Registrant's telephone number, including area code: 914-499-1900

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Item 7. Financial Information, Pro Forma Financial Information and Exhibits.

This Current Report on Form 8-K is being filed to incorporate by reference into Registration Statement No. 333-37034 on Form S-3, effective June 20, 2000, the documents included as Exhibits 1 and 2 hereto, relating to \$2,000,000,000 aggregate principal amount of debt securities of the Registrant.

The following exhibits are hereby filed with this report:

| Exhibit Number | Description |
|-------------------|--|
| ----- | ----- |
| (1) | Underwriting Agreement dated November 20, 2002, among International Business Machines Corporation, J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., ABN AMRO Incorporated, Banc of America Securities LLC, Banc One Capital Markets, Inc., |

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Banca IMI S.p.A., Banca Nazionale del Lavoro S.p.A., Barclays Capital Inc., Bayerische Hypo-und Vereinsbank AG, Bear Stearns & Co. Inc., BNP Paribas Securities Corp., Caboto IntesaBci-Sim S.p.A., Credit Suisse First Boston Corporation, Deutsche Bank Securities Inc., Dresdner Kleinwort Wasserstein-Granchester, Inc., Fleet Securities, Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., ING Financial Markets LLC, Lehman Brothers Inc., Merrill Lynch Pierce, Fenner & Smith Incorporated, RBC Dominion Securities Corporation, The Royal Bank of Scotland plc, UBS Warburg LLC, Utendahl Capital Partners, L.P. and The Williams Capital Group, L.P.

- (2) Form of 4.750% Note due 2012.
- (3) Form of 5.875% Debenture due 2032.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL BUSINESS MACHINES CORPORATION

(Registrant)

By: /s/ Andrew Bonzani

Name: Andrew Bonzani

Title: Assistant Secretary

Date: November 26, 2001.

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Exhibit Index

Exhibit
Number

Description

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