

# 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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

### 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

<b>1. Name and Address of Reporting Person *</b>  <b>Blin Emmanuel</b>  <div style="display: flex; justify-content: space-between; font-size: small;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>BRISTOL-MYERS SQUIBB COMPANY, 345 PARK AVENUE</b>  <div style="display: flex; justify-content: space-between; font-size: small;"> <span>(Street)</span> </div> <b>NEW YORK, NY 10154</b>  <div style="display: flex; justify-content: space-between; font-size: small;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BRISTOL MYERS SQUIBB CO [ BMY ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p style="text-align: center; font-size: 1.2em;"><b>3/10/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input type="checkbox"/> Director</span> <span><input type="checkbox"/> 10% Owner</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input checked="" type="checkbox"/> Officer (give title below)</span> <span><input type="checkbox"/> Other (specify below)</span> </div> <p><b>SVP, Chief Strategy Officer</b></p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input checked="" type="checkbox"/> Form filed by One Reporting Person</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span><input type="checkbox"/> Form filed by More than One Reporting Person</span> </div>

**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	3/10/2017		M		953 (1)	A	\$0	13250.783	D	
Common Stock, \$0.10 par value	3/10/2017		J		467 (2)	A	\$0	13717.783	D	
Common Stock, \$0.10 par value	3/10/2017		F		602 (3)	D	\$58.32	13115.783	D	
Common Stock, \$0.10 par value	3/10/2017		M		948 (4)	A	\$0	14063.783	D	
Common Stock, \$0.10 par value	3/10/2017		J		7 (2)	A	\$0	14070.783	D	
Common Stock, \$0.10 par value	3/10/2017		F		394 (3)	D	\$58.32	13676.783	D	
Common Stock, \$0.10 par value	3/10/2017		M		1412 (5)	A	\$0	15088.783	D	
Common Stock, \$0.10 par value	3/10/2017		J		185 (6)	D	\$0	14903.783	D	
Common Stock, \$0.10 par value	3/10/2017		F		506 (3)	D	\$58.32	14397.783	D	
Common Stock, \$0.10 par value	3/10/2017		M		1347 (7)	A	\$0	15744.783	D	
Common Stock, \$0.10 par value	3/10/2017		J		194 (6)	D	\$0	15550.783	D	
Common Stock, \$0.10 par value	3/10/2017		F		476 (3)	D	\$58.32	15074.783	D	
Common Stock, \$0.10 par value	3/10/2017		M		8615 (8)	A	\$0	23689.783	D	
Common Stock, \$0.10 par value	3/10/2017		F		3552 (3)	D	\$58.32	20137.783	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				
Market Share Units	(9)	3/10/2017		M		953	(1)	3/10/2017 (1)	Common Stock, \$0.10 par value	953.0	\$0	0	D	
Market Share Units	(9)	3/10/2017		M		948	(4)	3/10/2018 (4)	Common Stock, \$0.10 par value	948.0	\$0	949	D	
Market Share Units	(9)	3/10/2017		M		1412	(5)	3/10/2019 (5)	Common Stock, \$0.10 par value	1412.0	\$0	2827	D	
Market Share Units	(9)	3/10/2017		M		1347	(7)	3/10/2020 (7)	Common Stock, \$0.10 par value	1347.0	\$0	4044	D	

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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	(9)	3/10/2017		A		6144		(10)	3/10/2021 (10)	Common Stock, \$0.10 par value	6144.0	\$0	6144	D	
Performance Shares	(11)	3/10/2017		M		8615	(8)	(11)	3/10/2017 (11)	Common Stock, \$0.10 par value	8615.0	\$0	0	D	
Performance Shares	(12)	3/10/2017		A		9216		(12)	3/10/2020 (12)	Common Stock, \$0.10 par value	9216.0	\$0	9216	D	

**Explanation of Responses:**

- (1) Represents vesting of one-quarter of market share units granted on March 10, 2013.
- (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 awards.
- (4) Represents vesting of one-quarter of market share units granted on March 10, 2014.
- (5) Represents vesting of one-quarter of market share units granted on March 10, 2015.
- (6) Represents a downward adjustment to the number of shares acquired upon the vesting of market share units due to the performance factor.
- (7) Represents vesting of one-quarter of market share units granted on March 10, 2016.
- (8) Amount represents distribution of performance shares earned under the 2014-2016 Long-Term Performance Award based on the performance factor applied in accordance with the terms of the Award and certification of performance results by the Board.
- (9) 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%.
- (10) 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.
- (11) Each performance share converts into one share of common stock upon distribution in the first quarter of 2017, subject to a Total Shareholder Return modifier.
- (12) Each performance share converts into one share of common stock upon distribution in the first quarter of 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Blin Emmanuel</b> <b>BRISTOL-MYERS SQUIBB COMPANY</b> <b>345 PARK AVENUE</b> <b>NEW YORK, NY 10154</b>			<b>SVP, Chief Strategy Officer</b>	

**Signatures**

/s/ Katherine Kelly, attorney-in-fact for Emmanuel Blin

3/14/2017

— 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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