

BRISTOL MYERS SQUIBB CO

Form 4/A

May 10, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BONFIELD ANDREW R J

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)
345 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

NEW YORK, NY 10154

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/08/2007

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)
Common Stock, \$0.10 par value	03/06/2007		A	5,261 (1)	A \$ 27.01	171,576 (2)	D
Common Stock, \$0.10 par value	03/06/2007		F	2,412 (3)	D \$ 27.01	169,164 (2)	D
Common Stock, \$0.10 par value						1,600.69 (4)	I
							By BMY Savings & Investment Program

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

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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 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 Number Shares
Executive Option (right to buy)	\$ 27.01	03/06/2007		A		234,720		<u>(5)</u>	03/05/2017	Common Stock, \$0.10 par value	234,720
Restricted Stock Units	<u>(6)</u>	03/06/2007		A		19,800		<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.10 par value	19,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONFIELD ANDREW R J 345 PARK AVENUE NEW YORK, NY 10154			EVP & CFO	

Signatures

By: /s/ Sonia Vora,
Attorney-in-Fact

05/10/2007

**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).

(1) Consists of shares earned as long-term performance awards under the 2002 Stock Incentive Plan.

(2) Includes unvested restricted stock awards.

(3) Shares withheld for payment of taxes.

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

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 remains at that price for seven consecutive trading days. Option vests 25% of the shares annually, on a cumulative basis, commencing one year after the date of grant, but may not be exercised until the threshold is satisfied.

- (6) This Form 4 is being amended to clarify that each restricted stock unit converts into one share of common stock upon vesting.

- (7) 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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