Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

OMB Number:	3235-0287					
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Rometty Virginia M				suer Name and Tick MORGAN CH					ationship of Reportir k all applicable) Director	lssuer Dwner		
(Last) 383 MADISON	(First) N AVENUE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020						Officer (give title below)	Other below	(specify)
(Street) NEW YORK (City)	NY (State)	10179-000 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						vidual or Joint/Grou Form filed by On Form filed by Mo Person	e Reporting Per	son
		Table I - Non-	Derivative \$	Securities Acq	uired	, Dis	posed of,	or Ber	neficially	/ Owned		
Date		Transaction ate Ionth/Day/Year)	Execution Date,		ction Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock 06/30/20			06/30/2020		A ⁽¹⁾		144,4308	A	\$94.06	424,4308	D	

		Tal	ole II - Derivat (e.g., pu					ired, Disp options,					d		
Derivative Conversion Date Security or Exercise (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 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: 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				

Explanation of Responses:

1. Deferral of quarterly retainer, payable in common stock following termination of service as director.

/s/ David K.F. Gillis under	
POA	

07/02/2020

** 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.

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 Number.