

ROBBINS LAWRENCE M
Form 4
October 17, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLENVIEW CAPITAL
MANAGEMENT LLC

2. Issuer Name and Ticker or Trading Symbol
TENET HEALTHCARE CORP
[THC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

767 FIFTH AVENUE, 44TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10153

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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 or Price | | | |
| Common Stock, \$0.05 par value | 10/15/2012 | | P | | \$ 34,649 (1) (2) (3) | A | 13,240,605 (1) | I (2) (6) See footnotes 2 and 6 |
| Common Stock, \$0.05 par value | 10/16/2012 | | P | | \$ 398,734 (1) (4) (5) | A | 13,639,339 (1) | I (4) (6) See footnotes 4 and 6 |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLENVIEW CAPITAL MANAGEMENT LLC 767 FIFTH AVENUE 44TH FLOOR NEW YORK, NY 10153 | | X | | |
| ROBBINS LAWRENCE M 767 FIFTH AVENUE, 44TH FLOOR NEW YORK, NY 10153 | | X | | |

Signatures

/s/ Mark J. Horowitz, Chief Operating Officer and General Counsel of Glenview Capital Management, LLC and attorney-in-fact for Lawrence M. Robbins

10/17/2012

__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) The number of shares of the Issuer's Common Stock, \$0.05 par value per share (the "Shares") reported as acquired and beneficially owned by the Reporting Persons reflects the reverse stock split of the Shares effected by the Issuer, as further described in the Form 8-K filed by the Issuer on October 11, 2012.

(2) These Shares were purchased for the following accounts: 6,900 Shares purchased for the account of Glenview Capital Opportunity Fund, L.P.; 21,149 Shares purchased for the account of Glenview Offshore Opportunity Master Fund, Ltd.; and 6,600 Shares purchased

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for the account of GCM Opportunity Fund, L.P.

- (3) This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on October 15, 2012 within a \$1.00 range. The actual prices for these transactions range from \$23.82 to \$23.95, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (4) These Shares were purchased for the following accounts: 79,900 Shares purchased for the account of Glenview Capital Opportunity Fund, L.P.; 242,834 Shares purchased for the account of Glenview Offshore Opportunity Master Fund, Ltd.; and 76,000 Shares purchased for the account of GCM Opportunity Fund, L.P.

- (5) This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on October 16, 2012 within a \$1.00 range. The actual prices for these transactions range from \$23.935 to \$24.00, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (6) Glenview Capital Management, LLC serves as investment manager to Glenview Offshore Opportunity Master Fund, Ltd., Glenview Capital Opportunity Fund, L.P., and GCM Opportunity Fund, L.P. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management, LLC. Each Reporting Person disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

Remarks:

Exhibit List: The Power of Attorney filed as Exhibit 2 to the Schedule 13G/A filed by the Reporting Persons on September 18

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.