

BAXTER INTERNATIONAL INC
 Form 4
 July 06, 2015

FORM 4

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

OMB APPROVAL

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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 *
 PARKINSON ROBERT L JR

2. Issuer Name and Ticker or Trading Symbol
 BAXTER INTERNATIONAL INC
 [BAX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/01/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

C/O BAXTER INTERNATIONAL, ONE BAXTER PARKWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DEERFIELD, IL 60015

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$1.00 per share	07/01/2015		J		60,584 <u>(1)</u>	A	\$ 0
					683,316	D	

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.65 <u>(2)</u>					<u>(3)</u> 03/14/2016	Common Stock, par value \$1.00 per share 546,000
Stock Option (Right to Buy)	\$ 27.58 <u>(2)</u>					<u>(3)</u> 03/15/2017	Common Stock, par value \$1.00 per share 384,000
Stock Option (Right to Buy)	\$ 31.3 <u>(2)</u>					<u>(3)</u> 03/05/2018	Common Stock, par value \$1.00 per share 304,000
Stock Option (Right to Buy)	\$ 28.27 <u>(2)</u>					<u>(3)</u> 03/04/2019	Common Stock, par value \$1.00 per share 254,400
Stock Option (Right to Buy)	\$ 31.77 <u>(2)</u>					<u>(3)</u> 03/03/2020	Common Stock, par value \$1.00 per share 263,989
Stock Option (Right to Buy)	\$ 28.97 <u>(2)</u>					<u>(3)</u> 03/04/2021	Common Stock, par value \$1.00 per share 330,852
Stock Option (Right to Buy)	\$ 30.95 <u>(2)</u>					<u>(3)</u> 03/06/2022	Common Stock, par value \$1.00 per share 383,511

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- (7) This option will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date of the existing option award.

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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