

TENET HEALTHCARE CORP
 Form 4
 March 02, 2015

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 *
FETTER TREVOR

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)
1445 ROSS AVENUE, SUITE 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

DALLAS, TX 75202

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

(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 ⁽¹⁾	02/26/2015		M		30,070 A <u>(2)</u>	848,502	D
Common Stock	02/26/2015		F		13,337 <u>(3)</u> D \$ 46.74	835,165	D
Common Stock ⁽⁴⁾	02/26/2015		M		60,140 A <u>(2)</u>	895,305	D
Common Stock	02/26/2015		F		26,673 <u>(3)</u> D \$ 46.74	868,632	D
Common Stock ⁽⁵⁾	02/27/2015		M		31,799 A <u>(2)</u>	900,431	D

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Common Stock	02/27/2015	F	<u>14,103</u> (3)	D	\$ 46.3	886,328	D	
Common Stock <u>(6)</u>	02/27/2015	M	31,799	A	<u>(2)</u>	918,127	D	
Common Stock	02/27/2015	F	<u>14,103</u> (3)	D	\$ 46.3	904,024	D	
Common Stock <u>(7)</u> <u>(8)</u>	02/27/2015	M	19,166	A	<u>(2)</u>	923,190	D	
Common Stock	02/27/2015	F	<u>8,501</u> (3)	D	\$ 46.3	914,689	D	
Common Stock <u>(8)</u> <u>(9)</u>	02/27/2015	M	19,166	A	<u>(2)</u>	933,855	D	
Common Stock	02/27/2015	F	<u>8,501</u> (3)	D	\$ 46.3	925,354	D	
Common Stock						2,550	I	By Spouse

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
2014 February Restricted Stock Units	<u>(1)</u>	02/26/2015		M	30,070	<u>(1)</u> <u>(1)</u>	Common Stock <u>(10)</u>
2014 February Performance-Based Restricted Stock Units	<u>(4)</u>	02/26/2015		M	60,140	<u>(4)</u> <u>(4)</u>	Common Stock <u>(10)</u>
2013 February Restricted Stock	<u>(5)</u>	02/27/2015		M	31,799	<u>(5)</u> <u>(5)</u>	Common Stock <u>(10)</u>

Units

2013 February
Performance-Based
Restricted Stock Units (6) 02/27/2015 M 31,799 (6) (6) Common Stock (10) 3

2012 February
Restricted Stock Units (7) 02/27/2015 M 19,166 (7) (7) Common Stock (10) 1

2012 February
Performance-Based
Restricted Stock Units (9) 02/27/2015 M 19,166 (9) (9) Common Stock (10) 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FETTER TREVOR 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202	X		CEO and President	

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for Trevor Fetter 03/02/2015

__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).

As previously reported, on February 26, 2014, the reporting person received a grant of 90,212 time-based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on (1) February 26, 2015, resulting in the vesting and settlement of 30,070 shares of common stock as shown above in Table I. The remaining 60,142 restricted stock units are shown in Table II, of which 30,071 are scheduled to vest on each of February 26, 2016 and February 26, 2017.

(2) Restricted stock units convert into common stock on a one-for-one basis.

(3) Shares withheld for payment of taxes upon vesting of restricted stock units in accordance with Rule 16b-3.

As previously reported, on February 26, 2014, the reporting person received a target grant of 90,212 performance-based restricted stock units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2014. The actual number of stock units that could vest ranged from 0% to 200% of the target unit amount. The performance metric was (4) exceeded and 200% of the target grant was awarded; therefore, these restricted stock units vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 26, 2015, resulting in the vesting and settlement of 60,140 shares of common stock, as shown in Table I. The remaining 120,284 performance restricted stock units are shown in Table II, of which 60,142 are scheduled to vest on each of February 26, 2016 and February 26, 2017.

(5) As previously reported, on February 28, 2013, the reporting person received a grant of 95,396 time-based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 31,798 shares of common stock. The second vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of

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31,799 shares of common stock, as shown in Table I. The remaining 31,799 restricted stock units are shown in Table II, which are scheduled to vest on February 28, 2016.

- (6) As previously reported, on February 28, 2013, the reporting person received a grant of 95,396 performance-based restricted stock units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2013. The performance metric was met; therefore, these restricted stock units vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 31,798 shares of common stock. The second vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 31,799 shares of common stock, as shown in Table I. The remaining 31,799 performance restricted stock units are shown in Table II, which are scheduled to vest on February 28, 2016.

- (7) As previously reported, on February 29, 2012, the reporting person received a grant of 57,500 time based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2013, resulting in the vesting and settlement of 19,167 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 19,167 shares of common stock. The third vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 19,166 shares of common stock, as shown in Table I.

- (8) All historical share data in this Form 4 have been restated to reflect a one-for-four reverse stock split effective as of October 11, 2012.

- (9) As previously reported, on February 29, 2012, the reporting person received a grant of 57,500 performance-based restricted stock units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2012. The performance metric was met; therefore, these restricted stock units vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2013, resulting in the vesting and settlement of 19,167 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 19,167 shares of common stock. The third vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 19,166 shares of common stock, as shown in Table I.

- (10) Both time-based restricted stock units and performance-based restricted stock units are settled in shares of the Company's common stock upon vesting.

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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