

Accogli Giuseppe
Form 4
January 03, 2018

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 *
Accogli Giuseppe

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)

ONE BAXTER PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, President, Global Bus.

DEERFIELD, IL 60015

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	(A) or (D)	Price
Common Stock, \$1 par value	01/02/2018		M ⁽¹⁾		1,241	A	\$ 28.97
Common Stock, \$1 par value	01/02/2018		M ⁽¹⁾		2,461	A	\$ 30.95
Common Stock, \$1 par value	01/02/2018		M ⁽¹⁾		5,553	A	\$ 37.82
Common Stock, \$1	01/02/2018		M ⁽¹⁾		9,386	A	\$ 37.17

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par value

Common Stock, \$1 par value	01/02/2018		<u>M</u> ⁽¹⁾	10,000	A	\$ 37.38	74,370	D
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Common Stock, \$1 par value	01/02/2018		S	28,641	D	\$ 67	45,729	D
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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 28.97	01/02/2018		<u>M</u> ⁽¹⁾	1,241	03/04/2014 03/04/2022	Common Stock, \$1 par value	1,241	
Stock Option (Right to Buy)	\$ 30.95	01/02/2018		<u>M</u> ⁽¹⁾	2,461	03/06/2015 03/06/2023	Common Stock, \$1 par value	2,461	
Stock Option (Right to Buy)	\$ 37.82	01/02/2018		<u>M</u> ⁽¹⁾	1	03/05/2014 03/05/2024	Common Stock, \$1 par value	1	
Stock Option (Right to Buy)	\$ 37.82	01/02/2018		<u>M</u> ⁽¹⁾	2,776	03/05/2015 03/05/2024	Common Stock, \$1 par value	2,776	
Stock Option (Right to Buy)	\$ 37.82	01/02/2018		<u>M</u> ⁽¹⁾	2,776	03/07/2016 03/05/2024	Common Stock, \$1 par value	2,776	

Buy)									
Stock Option (Right to Buy)	\$ 37.17	01/02/2018	M ⁽¹⁾	1,877	03/04/2015	03/04/2025	Common Stock, \$1 par value	1,877	
Stock Option (Right to Buy)	\$ 37.17	01/02/2018	M ⁽¹⁾	3,754	03/04/2016	03/04/2025	Common Stock, \$1 par value	3,754	
Stock Option (Right to Buy)	\$ 37.17	01/02/2018	M ⁽¹⁾	3,755	03/06/2017	03/04/2025	Common Stock, \$1 par value	3,755	
Stock Option (Right to Buy)	\$ 37.38	01/02/2018	M ⁽¹⁾	10,000	03/03/2017	03/03/2026	Common Stock, \$1 par value	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Accogli Giuseppe ONE BAXTER PARKWAY DEERFIELD, IL 60015			SVP, President, Global Bus.	

Signatures

/s/ Ellen K. McIntosh, as attorney in-fact for Giuseppe
Accogli

01/03/2018

**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) Transaction effected pursuant to a Rule 10b5-1 trading plan entered into by Mr. Accogli with respect to the stock options granted by Baxter International Inc. ("BII") to Mr. Accogli.

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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