BAXTER INTERNATIONAL INC

Form 4 July 06, 2015

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PARKINSON ROBERT L JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BAXTER INTERNATIONAL INC

(Check all applicable)

Chairman of the Board and CEO

Number:

Expires:

response...

Estimated average

burden hours per

[BAX]

(Middle)

3. Date of Earliest Transaction

10% Owner Other (specify

3235-0287

January 31,

2005

0.5

(Month/Day/Year)

07/01/2015

X_ Officer (give title below)

INTERNATIONAL, ONE BAXTER

(First)

PARKWAY

C/O BAXTER

(Last)

(Street)

4. If Amendment, Date Original

_X__ Director

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

Code V

3.

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) (D) Price Amount

Common

per share

Stock, par 07/01/2015 value \$1.00

60,584 J (1)

\$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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 (2)							(3)	03/14/2016	Common Stock, par value \$1.00 per share	546,000
Stock Option (Right to Buy)	\$ 27.58 (2)							(3)	03/15/2017	Common Stock, par value \$1.00 per share	384,000
Stock Option (Right to Buy)	\$ 31.3 (2)							(3)	03/05/2018	Common Stock, par value \$1.00 per share	304,000
Stock Option (Right to Buy)	\$ 28.27 (2)							(3)	03/04/2019	Common Stock, par value \$1.00 per share	254,400
Stock Option (Right to Buy)	\$ 31.77 (2)							(3)	03/03/2020	Common Stock, par value \$1.00 per share	263,989
Stock Option (Right to Buy)	\$ 28.97 (2)							(3)	03/04/2021	Common Stock, par value \$1.00 per share	330,852
Stock Option (Right to Buy)	\$ 30.95 (2)							<u>(3)</u>	03/06/2022	Common Stock, par value \$1.00 per share	383,511

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Stock Option (Right to Buy)	\$ 37.82 (2)				<u>(4)</u>	03/05/2023	Common Stock, par value \$1.00 per share	399,088
Stock Option (Right to Buy)	\$ 37.17 (2)				<u>(5)</u>	03/04/2024	Common Stock, par value \$1.00 per share	393,379
Stock Option (Right to Buy)	\$ 37.38 (<u>6)</u>	07/01/2015	J	455,60 (6)	00 (7)	03/03/2025	Common Stock, par value \$1.00 per share	455,600

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
PARKINSON ROBERT L JR C/O BAXTER INTERNATIONAL ONE BAXTER PARKWAY DEERFIELD, IL 60015	X		Chairman of the Board and CEO				

Signatures

/s/ Robert L.
Parkinson, Jr.

**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).
- In connection with the spin-off (the "Spin-off") of Baxalta Incorporated ("Baxalta") from Baxter International Inc. ("Baxter"), the reporting person received a grant of 60,584 restricted stock units as a result of the adjustment of existing Baxter restricted stock units held by the reporting person prior to the Spin-off. The restricted stock units will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date of the existing award.
- Represents options to purchase Baxter common stock awarded to the reporting person prior to the Spin-off. In connection with the

 (2) Spin-off, the exercise price of the option was adjusted, and the reporting person received options to purchase shares of Baxalta common stock, to preserve the pre-Spin-off intrinsic value of the existing Baxter option award.
- (3) This option is presently exercisable in full.
- (4) Two-thirds of this option is presently exercisable. The remaining one third becomes exercisable on March 5, 2016.
- (5) One-third of this option is presently exercisable. The remaining two thirds become exercisable on March 4, 2016 and March 4, 2017.
- (6) In connection with the Spin-off, the number of shares subject to this option and the exercise price have been adjusted to preserve the pre-Spin-off intrinsic value of the existing Baxter option award.

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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.

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