

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 *
 GAVIN JAMES R III

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)

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 (A) or (D)	Price	
Common Stock, par value \$1.00 per share	07/01/2015		J		1,414 (1)	A \$ 0	27,237 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)	8. I. Der. Sec. (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.96 <u>(2)</u>					<u>(3)</u>	05/09/2016	Common Stock, par value \$1.00 per share	5,660
Stock Option (Right to Buy)	\$ 30.73 <u>(2)</u>					<u>(3)</u>	05/01/2017	Common Stock, par value \$1.00 per share	4,280
Stock Option (Right to Buy)	\$ 33.77 <u>(2)</u>					<u>(3)</u>	05/06/2018	Common Stock, par value \$1.00 per share	3,760
Stock Option (Right to Buy)	\$ 26.78 <u>(2)</u>					<u>(3)</u>	05/05/2019	Common Stock, par value \$1.00 per share	5,680
Stock Option (Right to Buy)	\$ 24.27 <u>(2)</u>					<u>(3)</u>	05/04/2020	Common Stock, par value \$1.00 per share	4,320
Stock Option (Right to Buy)	\$ 31.26 <u>(2)</u>					<u>(3)</u>	05/03/2021	Common Stock, par value \$1.00 per share	4,990
Stock Option	\$ 29.52 <u>(2)</u>					<u>(3)</u>	05/08/2022	Common Stock, par	4,020

(Right to Buy)							value \$1.00 per shar
Stock Option (Right to Buy)	\$ 36.93 ⁽²⁾				⁽³⁾ 05/07/2023		Common Stock, par value \$1.00 per share 3,930
Stock Option (Right to Buy)	\$ 39.83 ⁽²⁾				⁽³⁾ 05/06/2024		Common Stock, par value \$1.00 per share 4,110
Stock Option (Right to Buy)	\$ 37.5 ⁽⁴⁾	07/01/2015	J	4,979 ⁽⁴⁾	⁽⁵⁾ 05/05/2025		Common Stock, par value \$1.00 per share 4,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAVIN JAMES R III C/O BAXTER INTERNATIONAL ONE BAXTER PARKWAY DEERFIELD, IL 60015		X		

Signatures

/s/ David P. Scharf, as attorney-in-fact for James R. Gavin III

07/06/2015

 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).

(1) 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 1,414 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 were deferred under the Baxter Non-Employee Director Deferred Compensation Plan and will vest within the first 90 days of the plan year in which membership on the Board terminates.

(2) Represents options to purchase Baxter common stock awarded to the reporting person prior to the Spin-off. In connection with the 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) 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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(5) The date exercisable is the date of the Baxter 2016 annual meeting of shareholders.

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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