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BAXTER I Form 4 June 07, 20	NTERNATIONA	L INC	-								
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FORM	UNITED	STATES		RITIES A Ashington				COMMISSION	N OMB Number:		-0287
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to S (a) of the F	ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES pant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 d average burs per 0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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) ONE BAXTER PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 06/03/2016			X_ Director10% Owner Officer (give titleOther (specify below)below)					
(Street) DEERFIELD, IL 60015			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Π.Ι	. I. T. N	D	/ · · · · · ·	•,•		. C D C '.		
1.Title of Security (Instr. 3)	· · ·	2. Transaction Date 2A. Deemed		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			s A) or (D) und 5) A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect	e of al hip
Reminder: Re	eport on a separate line	e for each cla	ass of sec	curities bene	Pe in re di	ersons forma quirec	s who res tion con d to resp s a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secur

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Comp Plan Baxter Common Stock Fund	<u>(1)</u>	06/03/2016		А		1,114		<u>(2)</u>	<u>(2)</u>	Common Stock, \$1 par value	1,114	\$ 43
Deferred Comp Plan Baxter Common Stock Fund	<u>(1)</u>	06/06/2016		А		1,312		<u>(3)</u>	(3)	Common Stock, \$1 par value	1,312	\$ 43

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	10% Owner	Officer	Other	
GAVIN JAMES R III ONE BAXTER PARKWAY DEERFIELD, IL 60015	Х				
Signatures					
/s/ Ellen K. McIntosh, as attorn Gavin III	06/07/2016				
<u>**</u> Signature of Rep		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) 1 for 1.

In connection with the June 3, 2016 merger (the "Merger") of a wholly-owned subsidiary of Shire plc with and into Baxalta Incorporated ("Baxalta"), with Baxalta as the surviving company, the reporting person received, or was deemed to receive, cash merger consideration in exchange for Baxalta restricted stock units previously deferred under Baxter's Directors' Deferred Compensation Plan (the "Plan"). A

portion of such cash merger consideration was allocated to the Plan's Baxter Common Stock Fund notional investment alternative.

(3) On June 6, 2016 and in connection with the Merger, the reporting person received, or was deemed to receive, cash merger consideration with respect to investments previously allocated to the Plan's Baxalta Common Stock Fund notional investment alternative. A portion of

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such cash merger consideration was allocated to the Plan's Baxter Common Stock Fund notional investment alternative.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.