

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 *
 Felicelli Robert

(Last) (First) (Middle)

C/O BAXTER INTERNATIONAL, ONE BAXTER PARKWAY

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BAXTER INTERNATIONAL INC [BAX]

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CVP, Quality

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$1.00 per share	07/01/2015		J	3,124 (1)	A	\$ 0	15,788	D
Common Stock, par value \$1.00 per share	07/01/2015		A	5,000 (2)	A	\$ 0	20,788	D
Common Stock, par						852	I	By 401(k) Plan

value \$1.00
per share

Common
Stock, par
value \$1.00
per share

394

I

In an
account
held jointly
by spouse
and son

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.19 (3)					(4) 09/01/2019	Common Stock, par value \$1.00 per share	5,000	
Stock Option (Right to Buy)	\$ 31.77 (3)					(4) 03/03/2020	Common Stock, par value \$1.00 per share	6,958	
Stock Option (Right to Buy)	\$ 28.97 (3)					(4) 03/04/2021	Common Stock, par value \$1.00 per share	7,258	
Stock Option (Right to Buy)	\$ 30.95 (3)					(4) 03/06/2022	Common Stock, par value \$1.00 per share	11,075	

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stock, to preserve the pre-Spin-off intrinsic value of the existing Baxter option award.

- (4) This option is presently exercisable in full.
- (5) Two-thirds of this option is presently exercisable. The remaining one third becomes exercisable on March 5, 2016.
- (6) One-third of this option is presently exercisable. The remaining two thirds become exercisable on March 4, 2016 and March 4, 2017.
- (7) 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.
- (8) 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.
- (9) 1 for 1.
- (10) Reporting person allocated compensation deferred under Baxter's Deferred Compensation Plan to the Baxter Common Stock Fund notional investment alternative.

Remarks:

Exhibit List: Exhibit 24.1-Power of Attorney

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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