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BAXTER INTERNATIONAL INC

Form 5

February 12, 2003

_ Check this box if no

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP

OMB APPROVAL

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

_ Form 3 Holdings

Reported

_ Form 4 Transactions Reported 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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Name and Address of Hurley James R.	2. Issuer Na Baxter Inte			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First	3. I.R.S. Ide of Reporting if an entity (g Person,	Number	Month	ement for /Year nber, 2002	Director				
(Str Deerfield, IL 60015					5. If Amendment, Date of Original (Month/Year)		President 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (St	ate) (Zip)		Table	I Non-D	erivative	Securit	ies Acquired, Disp			
1. Title of Security (Instr. 3)	action	2A. Deemond Execution Date, if any (Month/Day Year)	action (Instr. 8	s- 4. Sec Code (A) or	urities Ac Disposed 3, 4 & 5)	quired	5. Amount of		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial
Common Stock, \$1 par value							120,	488	D	
Common Stock, \$1 par value							1,	200	I	by child
Common Stock, \$1 par value							1,	200	I	by child
Common Stock, \$1 par value								(1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exerc	isable	7. Tit	le and	8. Price of	9. Number	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number		nd Expiration		Amount of I		Derivative	of	Owner-	of Indirect
Security	Exercise	action	Execution	action	of I		Date		Underlying		Security	Derivative	ship	Beneficial
	Price of	Date	Date,	Code	Deriv	ati	(Meanth/Day/		Secui	rities	(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative		if any		Secur	itic	X ear)		(Instr	. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acqui	re	d					Owned	ative	
		Day/	Day/	8)	(A) or	•						at End of	Security:	
		Year)	Year)		Dispo	se	d					Year	Direct	
					of (D))						(Instr. 4)	(D)	
												Ì	or	
					(Instr.						Indirect			
					3, 4 &	, 4 &						(I)		
					5)								(Instr. 4)	
					(A) (I	O)	Date	Expira-	Title	Amount				
							Exer-cisable	tion		or				
								Date		Number				
										of				
										Shares				

Explanation of Responses:

(1) Insider previously reported indirect ownership of third child's Baxter shares in the amount of 1200. The child has been emancipated.

By: /s/ J. Robert Hurley

<u>2/12/2003</u> Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).