

BAXTER INTERNATIONAL INC

Form 4

July 06, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schaaf Jill M

(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
__X__ Officer (give title ____ Other (specify
below) below)
CVP, Renal

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, par value \$1.00 per share	07/01/2015		J	6,311 (1)	A \$ 0 48,948	D	
Common Stock, par value \$1.00 per share					777	I	By 401(k) Plan

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.58 (2)					(3) 03/15/2017	Common Stock, par value \$1.00 per share	8,450
Stock Option (Right to Buy)	\$ 31.3 (2)					(3) 03/05/2018	Common Stock, par value \$1.00 per share	6,900
Stock Option (Right to Buy)	\$ 28.27 (2)					(3) 03/04/2019	Common Stock, par value \$1.00 per share	7,800
Stock Option (Right to Buy)	\$ 31.77 (2)					(3) 03/03/2020	Common Stock, par value \$1.00 per share	11,119
Stock Option (Right to Buy)	\$ 28.97 (2)					(3) 03/04/2021	Common Stock, par value \$1.00 per share	14,330
Stock Option (Right to Buy)	\$ 30.95 (2)					(3) 03/06/2022	Common Stock, par value \$1.00 per	19,688

Stock							share
Option	\$ 37.82						Common
(Right to	<u>(2)</u>			(4)	03/05/2023		Stock, par
Buy)							value 20,609
							\$1.00 per
							share
Stock							Common
Option	\$ 37.17			(5)	03/04/2024		Stock, par
(Right to	<u>(2)</u>						value 21,903
Buy)							\$1.00 per
							share
Stock							Common
Option	\$ 37.38	07/01/2015	J	47,458	(7)	03/03/2025	Stock, par
(Right to	<u>(6)</u>			<u>(6)</u>			value 47,458
Buy)							\$1.00 per
							share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schaaf Jill M C/O BAXTER INTERNATIONAL ONE BAXTER PARKWAY DEERFIELD, IL 60015			CVP, Renal	

Signatures

/s/ Ellen K. McIntosh, as attorney-in-fact for Jill M.
Schaaf

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 6,311 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. These restricted stock units will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date.

(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) 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.

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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