

TENET HEALTHCARE CORP
 Form 4
 March 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
FETTER TREVOR

2. Issuer Name and Ticker or Trading Symbol
**TENET HEALTHCARE CORP
 [THC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1445 ROSS AVENUE, SUITE 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

DALLAS, TX 75202

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock <u>(1)</u> <u>(2)</u>	02/28/2014		M		19,167 A <u>(3)</u>	1,017,326	D
Common Stock	02/28/2014		F		8,118 <u>(4)</u> D \$ 44.12	1,009,208	D
Common Stock <u>(5)</u>	02/28/2014		M		19,167 A <u>(3)</u>	1,028,375	D
Common Stock	02/28/2014		F		8,118 <u>(4)</u> D \$ 44.12	1,020,257	D
Common Stock <u>(6)</u>	02/28/2014		M		31,798 A <u>(3)</u>	1,052,055	D

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Common Stock	02/28/2014	F	13,467 (4)	D	\$ 44.12	1,038,588	D	
Common Stock (7)	02/28/2014	M	31,798	A	(3)	1,070,386	D	
Common Stock	02/28/2014	F	13,467 (4)	D	\$ 44.12	1,056,919	D	
Common Stock						2,550	I	By Spouse

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

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SEC 1474
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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 Security (Instr. 3 and 4)	Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2012 February Performance-Based Restricted Stock Units	(2)	02/28/2014		M	19,167	(2)	(2)	Common Stock	19,167
2012 February Restricted Stock Units	(5)	02/28/2014		M	19,167	(5)	(5)	Common Stock	19,167
2013 February Performance-Based Restricted Stock Units	(6)	02/28/2014		M	31,798	(6)	(6)	Common Stock	31,798
2013 February Restricted Stock Units	(7)	02/28/2014		M	31,798	(7)	(7)	Common Stock	31,798

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FETTER TREVOR 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202	X		CEO and President	

Signatures

/s/ Jeffrey S. McFall, Attorney-in-Fact for Trevor Fetter
Date: 03/04/2014

__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) All historical share data in this Form 4 have been restated to reflect a one-for-four reverse stock split effective as of October 11, 2012.

As previously reported, on February 29, 2012, the reporting person received a grant of 57,500 performance-based restricted units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2012. The performance metric was met; therefore, these restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2013, resulting in the vesting and settlement of 19,167 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 19,167 shares of common stock, as shown in Table I. The remaining 19,166 performance-based restricted units are shown in Table II, which are scheduled to vest on February 28, 2015. Performance-based restricted units are settled in shares of the Company's common stock upon vesting.

(3) Restricted units convert into common stock on a one-for-one basis.

(4) Shares withheld for payment of taxes upon vesting of restricted units in accordance with Rule 16b-3.

As previously reported, on February 29, 2012, the reporting person received a grant of 57,500 restricted units that vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2013, resulting in the vesting and settlement of 19,167 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 19,167 shares of common stock, as shown in Table I. The remaining 19,166 restricted units are shown in Table II, which are scheduled to vest on February 28, 2015. Restricted units are settled in shares of the Company's common stock upon vesting.

(6) As previously reported, on February 28, 2013, the reporting person received a grant of 95,396 performance-based restricted units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2013. The performance metric was met; therefore, these restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 31,798 shares of common stock, as shown in Table I. The remaining 63,598 performance restricted units are shown in Table II, of which 31,799 are scheduled to vest on February 28, 2015 and 31,799 are scheduled to vest on February 28, 2016. Performance-based restricted units are settled in shares of the Company's common stock upon vesting.

(7) As previously reported, on February 28, 2013, the reporting person received a grant of 95,396 restricted units that vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 31,798 shares of common stock, as shown in Table I. The remaining 63,598 restricted units are shown in Table II, of which 31,799 are scheduled to vest on February 28, 2015 and 31,799 are scheduled to vest on February 28, 2016. Restricted units are settled in shares of the Company's common stock upon vesting.

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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