

TENET HEALTHCARE CORP
 Form 4
 June 14, 2016

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 *
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)
06/13/2016

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

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 Price					
Common Stock ⁽¹⁾	06/13/2016		M		53,045	A	②	939,531	D	
Common Stock	06/13/2016		F		22,253	D	\$	27.69	917,278	D
Common Stock ⁽⁴⁾	06/13/2016		M		106,090	A	②	1,023,368	D	
Common Stock	06/13/2016		F		44,505	D	\$	27.69	978,863	D
Common Stock								2,550	I	By spouse

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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 Underlying Security (Instr. 3 and 4)
2013 June Restricted Stock Units	(1)	06/13/2016		M	53,045	(1) (1)	Common Stock (5)
2013 June Performance-Based Restricted Stock Units	(4)	06/13/2016		M	106,090	(4) (4)	Common Stock (5)

Reporting Owners

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

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for Trevor Fetter 06/14/2016

__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) As previously reported, on June 13, 2013, the reporting person received a grant of 106,090 time-based restricted stock units that vest in one-half increments on each of the third and sixth anniversaries of the date of grant. The third anniversary occurred on June 13, 2016, resulting in the vesting and settlement of 53,045 shares of common stock as shown in Table I. The remaining 53,045 restricted stock units are shown in Table II, which are scheduled to vest on June 13, 2019.

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- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Shares withheld for payment of taxes upon vesting of restricted stock units in accordance with Rule 16b-3.

As previously reported, on June 13, 2013, the reporting person received a total target grant of 106,090 performance-based restricted stock units, with fifty percent of the performance-based restricted stock units to vest on June 13, 2016 and fifty percent to vest on June 13, 2019, subject in each case to the Company's achievement of specified performance goals. The actual number of stock units that could vest

- (4) on June 13, 2016 ranged from 0% to 200% of the target amount of 53,045 performance-based restricted stock units, based on the Company's level of achievement under the applicable performance goal. The performance goal was exceeded and 200.0% of the target grant was awarded, resulting in the vesting and settlement of 106,090 shares of common stock as shown in Table I. The remaining 53,045 performance-based restricted stock units, which remain eligible to vest on June 13, 2019, are shown in Table II.
- (5) Both time-based restricted stock units and performance-based restricted stock 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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