Edgar Filing: BAXTER INTERNATIONAL INC - Form 4

BAXTER INTERNATIONAL INC

Form 4

January 31, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 nber: January 31,

OMB APPROVAL

Expires: 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

Common Stock, \$1

par value

01/29/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Mason Jeanne K			2. Issuer Name and Ticker or Trading Symbol BAXTER INTERNATIONAL INC [BAX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ONE BAXTER PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 01/29/2014					Director 10% Owner Selection Other (specify below) below) Corporate Vice President			
DEERFIEL	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Securi	ities Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	Code (Instr. 8)	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (Beneficial Indirect (I) (Instr. 4) 7. Nature of Indirect Ownership (Instr. 4)			
Common Stock, \$1 par value	01/29/2014			Code V A(1)	Amount 3,819	(D)	Price	40,639	D		
Common Stock, \$1 par value	01/29/2014			F	1,269	D	\$ 68.4	39,370	D		

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

 $A^{(2)}$

2,236 A

\$0

41,606

D

Edgar Filing: BAXTER INTERNATIONAL INC - Form 4

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration le Date	or Title Number			
						Exercisable					
					(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mason Jeanne K ONE BAXTER PARKWAY DEERFIELD, IL 60015

Corporate Vice President

Signatures

/s/ Jeanne K. 01/31/2014 Mason

**Signature of Date Reporting Person

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).
- These shares represent the payout from performance share units granted on March 4, 2011 pursuant to the Company's Equity Plan adopted as of such date. The number of shares represents 30% of the performance share units granted based on the Company's growth in **(1)** shareholder value during the performance period of January 1, 2011 through December 31, 2013 as measured against the growth in shareholder value of the companies in the applicable heathcare peer group during the same period.

These shares represent shares earned from the performance share unit award granted on March 5, 2013 pursuant to the Company's Equity Plan adopted as of such date. The award provides that fifty percent of the performance share units are earned based on the Company's Return on Invested Capital (ROIC) performance annually over a three-year period with one-third of the ROIC performance share units allocated to each one-year period. The number of shares reported above represents the shares earned based on the Company's ROIC during the performance period of January 1, 2013 to December 31, 2013. These shares shall not vest until after the end of the entire three-year ROIC performance period.

Reporting Owners 2

Edgar Filing: BAXTER INTERNATIONAL INC - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.