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BAXTER INTERNATIONAL INC  
Form S-3MEF  
December 11, 2002

As filed with the Securities and Exchange Commission on December 11, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
BAXTER INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |   |  |
|---|---|--|
| DELAWARE  | 3841  | 36-0781620                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>Identification Number) |

One Baxter Parkway  
Deerfield, Illinois 60015  
(847) 948-2000

(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

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J. PATRICK FITZSIMMONS  
Senior Counsel  
Baxter International Inc.  
One Baxter Parkway  
Deerfield, Illinois 60015  
(847) 948-2000

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as  
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, please check the following box.  \_\_\_\_\_

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective

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registration statement for the same offering.  333-101122

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class<br>of Securities to be Registered | Amount to be<br>Registered | Proposed Maximum<br>Offering Price<br>Per Unit (1) | Proposed Maximum<br>Aggregate<br>Offering Price (1) |
|---|----------------------------|--|---|
| Equity Units and Common Stock                         | \$500,000,000              | 100%   | \$500,000,000                                       |

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933.

Incorporation by Reference of Registration Statement on Form S-3, File No. 333-101122

Baxter International Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-101122) declared effective on November 20, 2002 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

| Exhibit Number | Description  |
|----------------|--|
| 5.1            | Opinion of Thomas J. Sabatino, Jr.                           |
| 23.1           | Consent of PricewaterhouseCoopers LLP                        |
| 23.2           | Consent of Thomas J. Sabatino, Jr. (included in Exhibit 5.1) |
| 25.1           | Powers of Attorney (included in the signature                |

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page to the Registration Statement on Form S-3,  
File No. 333-101122)\*

\*Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Deerfield, State of Illinois, on this 11th day of December, 2002.

BAXTER INTERNATIONAL INC.

By: /s/ Harry M. Jansen Kraemer, Jr.  
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Name: Harry M. Jansen Kraemer, Jr.  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity as of December 11,2002.

| Signature<br>-----  | Title<br>-----  |
|---|---|
| /s/ Harry M. Jansen Kraemer, Jr.<br>-----<br>Harry M. Jansen Kraemer, Jr. | Chairman of the Board of Directors,<br>President and Chief Executive Officer<br>(principal executive officer) |
| /s/ Brian P. Anderson<br>-----<br>Brian P. Anderson                       | Chief Financial Officer (principal<br>financial officer and principal<br>accounting officer)                  |
| /s/ Walter E. Boomer*   | Director  |
| /s/ Pei-yuan Chia*  | Director  |
| /s/ John W. Colloton*   | Director  |
| /s/ Susan Crown*  | Director  |
| /s/ Gail D. Fosler*   | Director  |

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/s/ Joseph B. Martin, M.D., Ph.D.\* Director

/s/ Thomas T. Stallkamp\* Director

/s/ Monroe M. Trout, M.D.\* Director

/s/ Fred L. Turner\* Director

\*By: /s/ Harry M. Jansen Kraemer, Jr.

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Harry M. Jansen Kraemer, Jr.  
As Attorney-in-fact

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\*Previously filed