

Davis Robert M
Form 4
May 21, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Robert M

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Corporate Vice President

ONE BAXTER PARKWAY

(Street)

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

DEERFIELD, IL 60015

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par value	05/17/2013		M ⁽¹⁾		57,000	A	\$ 52.5
Common Stock, \$1 par value	05/17/2013		M ⁽¹⁾		76,800	A	\$ 51.21
Common Stock, \$1 par value	05/17/2013		S ⁽¹⁾		130,800	D	\$ 73 ⁽²⁾
							174,442
							251,242
							120,442

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.5	05/17/2013		M ⁽¹⁾	19,000	03/04/2010 03/04/2019	Common Stock, \$1 par value 19,000
Stock Option (Right to Buy)	\$ 52.5	05/17/2013		M ⁽¹⁾	19,000	03/04/2011 03/04/2019	Common Stock, \$1 par value 19,000
Stock Option (Right to Buy)	\$ 52.5	05/17/2013		M ⁽¹⁾	19,000	03/05/2012 03/04/2019	Common Stock, \$1 par value 19,000
Stock Option (Right to Buy)	\$ 51.21	05/17/2013		M ⁽¹⁾	25,600	03/15/2008 03/15/2017	Common Stock, \$1 par value 25,600
Stock Option (Right to Buy)	\$ 51.21	05/17/2013		M ⁽¹⁾	25,600	03/15/2009 03/15/2017	Common Stock, \$1 par value 25,600
Stock Option (Right to Buy)	\$ 51.21	05/17/2013		M ⁽¹⁾	25,600	03/15/2010 03/15/2017	Common Stock, \$1 par value 25,600

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Davis Robert M
ONE BAXTER PARKWAY
DEERFIELD, IL 60015

Corporate Vice President

Signatures

/s/ Robert M. 05/21/2013
Davis

__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).
- (1) Transaction effected pursuant to a Rule 10b5-1 trading plan
 - (2) All shares sold at \$73.00.

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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