

BAXTER INTERNATIONAL INC

Form 4

July 24, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOMBACH ROBERT J.

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

(Street)

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

07/22/2013

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

Corporate Vice President & CFO

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par value	07/22/2013		M ⁽¹⁾	5,040 A	\$ 38.35 17,652	D	
Common Stock, \$1 par value	07/22/2013		M ⁽¹⁾	7,440 A	\$ 58.12 25,092	D	
Common Stock, \$1 par value	07/22/2013		M ⁽¹⁾	8,488 A	\$ 59 33,580	D	
Common Stock, \$1	07/22/2013		M ⁽¹⁾	6,877 A	\$ 52.5 40,457	D	

par value

Common Stock, \$1 par value	07/22/2013	<u>M</u> ⁽¹⁾	7,200	A	\$ 51.21	47,657	D
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Common Stock, \$1 par value	07/22/2013	<u>M</u> ⁽¹⁾	12,407	A	\$ 53.8	60,064	D
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Common Stock, \$1 par value	07/22/2013	<u>S</u> ⁽¹⁾	47,452	D	\$ 73.95 <u>(2)</u>	12,612	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)	\$ 38.35	07/22/2013		M ⁽¹⁾		5,040		03/14/2009	03/14/2017	Common Stock, \$1 par value	5,040
Stock Option (Right to Buy)	\$ 58.12	07/22/2013		M ⁽¹⁾		1,240		03/05/2010	03/05/2018	Common Stock, \$1 par value	1,240
Stock Option (Right to Buy)	\$ 58.12	07/22/2013		M ⁽¹⁾		6,200		03/05/2011	03/05/2018	Common Stock, \$1 par value	6,200
Stock Option (Right to Buy)	\$ 59	07/22/2013		M ⁽¹⁾		2,424		03/03/2012	03/03/2020	Common Stock, \$1 par value	2,424

Stock Option (Right to Buy)	\$ 59	07/22/2013	M ⁽¹⁾	6,064	03/03/2013	03/03/2020	Common Stock, \$1 par value	6,064
Stock Option (Right to Buy)	\$ 52.5	07/22/2013	M ⁽¹⁾	1,587	03/04/2011	03/04/2019	Common Stock, \$1 par value	1,587
Stock Option (Right to Buy)	\$ 52.5	07/22/2013	M ⁽¹⁾	5,290	03/05/2012	03/04/2019	Common Stock, \$1 par value	5,290
Stock Option (Right to Buy)	\$ 51.21	07/22/2013	M ⁽¹⁾	1,200	03/15/2009	03/15/2017	Common Stock, \$1 par value	1,200
Stock Option (Right to Buy)	\$ 51.21	07/22/2013	M ⁽¹⁾	6,000	03/15/2010	03/15/2017	Common Stock, \$1 par value	6,000
Stock Option (Right to Buy)	\$ 53.8	07/22/2013	M ⁽¹⁾	12,407	03/04/2013	03/04/2021	Common Stock, \$1 par value	12,407

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOMBACH ROBERT J. ONE BAXTER PARKWAY DEERFIELD, IL 60015			Corporate Vice President & CFO	

Signatures

/s/ Robert J.
Hombach

07/24/2013

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) Transactions effected pursuant to a Rule 10b5-1 trading plan.

(2) Price reflects weighted average sales price. Range of prices for transactions is \$73.74 through \$74.28. Full information regarding the number of shares sold at each separate price will be provided by the issuer upon request.

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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