Edgar Filing: BAXTER INTERNATIONAL INC - Form 4

BAXTER IN Form 4 July 06, 2015	TERNATION	AL INC								
FORM	Л									PPROVAL
	UNITE	D STATES		ITIES Al hington,			NGE (COMMISSION	OMB Number:	3235-0287
Check this if no longe	ar .								Expires:	January 31,
subject to Section 16 Form 4 or	STATE 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hou response	irs per
Form 5 obligations may continue. See Instruction 1(b). 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									·	0.5
(Print or Type R	esponses)									
1. Name and Ad Mason Jeann	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			BAXTE [BAX]	R INTER	NATIO	NAL	INC	(Cheo	ck all applicable	e)
(Last) C/O BAXTE	(First)	(Middle)	3. Date of (Month/Da 07/01/20	-	insaction			Director X Officer (giv below)	e title Oth below)	b Owner er (specify
	IONAL, ONE	BAXTER	07/01/20	115				CVP, 1	Human Resourd	ces
			Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DEERFIELI	D, IL 60015							Form filed by M Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$1.00 per share	07/01/2015			J	9,466 (1)	A	\$0	93,044	D	

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)		8 1 2)		
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 31.3 <u>(2)</u>							<u>(3)</u>	03/05/2018	Common Stock, par value \$1.00 per share	33,350	
Stock Option (Right to Buy)	\$ 28.27 (2)							<u>(3)</u>	03/04/2019	Common Stock, par value \$1.00 per share	31,395	
Stock Option (Right to Buy)	\$ 31.77 (2)							<u>(3)</u>	03/03/2020	Common Stock, par value \$1.00 per share	37,274	
Stock Option (Right to Buy)	\$ 28.97 (2)							<u>(3)</u>	03/04/2021	Common Stock, par value \$1.00 per share	47,146	
Stock Option (Right to Buy)	\$ 30.95 (2)							<u>(3)</u>	03/06/2022	Common Stock, par value \$1.00 per share	54,143	
Stock Option (Right to Buy)	\$ 37.82 (2)							<u>(4)</u>	03/05/2023	Common Stock, par value \$1.00 per share	59,477	
Stock Option (Right to Buy)	\$ 37.17 (2)							(5)	03/04/2024	Common Stock, par value \$1.00 per	64,488	

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							share	
Stock Option (Right to Buy)	\$ 37.38 (<u>6)</u>	07/01/2015	J	71,187 <u>(6)</u>	(7)	03/03/2025	Common Stock, par value \$1.00 per share	71,187

Reporting Owners

Reporting Owner Name / Address	Relationships							
IB	Director	10% Owner	Officer	Other				
Mason Jeanne K C/O BAXTER INTERNATIONAL ONE BAXTER PARKWAY DEERFIELD, IL 60015			CVP, Human Resources					
Signatures								

/s/ David P. Scharf, as attorney-in-fact for Jeanne K. Mason

**Signature of 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).

In connection with the spin-off (the "Spin-off") of Baxalta Incorporated ("Baxalta") from Baxter International Inc. ("Baxter"), the reporting person received a grant of 9,466 restricted stock units as a result of the adjustment of existing Baxter restricted stock units held to be the reporting person prior to the Spin off. These restricted stock units will vert in these grant larger prior to the spin off.

07/06/2015

Date

by the reporting person prior to the Spin-off. These restricted stock units will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date.

Represents options to purchase Baxter common stock awarded to the reporting person prior to the Spin-off. In connection with the(2) Spin-off, the exercise price of the option was adjusted, and the reporting person received options to purchase shares of Baxalta common stock, to preserve the pre-Spin-off intrinsic value of the existing Baxter option award.

- (3) This option is presently exercisable in full.
- (4) Two-thirds of this option is presently exercisable. The remaining one third becomes exercisable on March 5, 2016.
- (5) One-third of this option is presently exercisable. The remaining two thirds become exercisable on March 4, 2016 and March 4, 2017.
- (6) In connection with the Spin-off, the number of shares subject to this option and the exercise price have been adjusted to preserve the pre-Spin-off intrinsic value of the existing Baxter option award.
- (7) This option will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date of the existing option award.

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.