

FOSLER GAIL D  
Form 4  
February 28, 2012

# FORM 4

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

OMB APPROVAL

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## 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 \*  
FOSLER GAIL D

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)  
02/24/2012

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock, \$1 par value     | 02/24/2012                           |  | M                              |   | 15,000 A \$ 55.6  | 32,127   | D   |
| Common Stock, \$1 par value     | 02/24/2012                           |  | M                              |   | 10,030 A \$ 22.94   | 42,157   | D   |
| Common Stock, \$1 par value     | 02/24/2012                           |  | M                              |   | 5,760 A \$ 32.22  | 47,917   | D   |
| Common Stock, \$1 par value     | 02/24/2012                           |  | M                              |   | 4,830 A \$ 36.8   | 52,747   | D   |

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|                             |            |   |        |   |                        |        |   |
|-----------------------------|------------|---|--------|---|------------------------|--------|---|
| Common Stock, \$1 par value | 02/24/2012 | M | 5,660  | A | \$ 38.93               | 58,407 | D |
| Common Stock, \$1 par value | 02/24/2012 | M | 5,680  | A | \$ 49.73               | 64,087 | D |
| Common Stock, \$1 par value | 02/24/2012 | M | 4,320  | A | \$ 45.08               | 68,407 | D |
| Common Stock, \$1 par value | 02/24/2012 | S | 42,780 | D | \$ 57.61<br><u>(1)</u> | 25,627 | D |

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

**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.**

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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)                | \$ 55.6  | 02/24/2012                           |  | M                              | 15,000  | 05/07/2003 05/07/2012                                    | Common Stock, \$1 par value 15,000                            |
| Stock Option (Right to Buy)                | \$ 22.94   | 02/24/2012                           |  | M                              | 10,030  | 05/04/2004 05/06/2013                                    | Common Stock, \$1 par value 10,030                            |
| Stock Option (Right to Buy)                | \$ 32.22   | 02/24/2012                           |  | M                              | 5,760   | 05/03/2005 05/02/2014                                    | Common Stock, \$1 par value 5,760                             |
|  | \$ 36.8  | 02/24/2012                           |  | M                              | 4,830   | 05/09/2006 05/04/2015                                    | 4,830   |

| Stock Option (Right to Buy) | Price    | Grant Date | Exercise Date | Expiration Date       | Common Stock, \$1 par value | Quantity |
|-----------------------------|----------|------------|---------------|-----------------------|-----------------------------|----------|
| Stock Option (Right to Buy) | \$ 38.93 | 02/24/2012 | M             | 05/01/2007 05/09/2016 | Common Stock, \$1 par value | 5,660    |
| Stock Option (Right to Buy) | \$ 49.73 | 02/24/2012 | M             | 05/04/2010 05/05/2019 | Common Stock, \$1 par value | 5,680    |
| Stock Option (Right to Buy) | \$ 45.08 | 02/24/2012 | M             | 05/03/2011 05/04/2020 | Common Stock, \$1 par value | 4,320    |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FOSLER GAIL D<br>ONE BAXTER PARKWAY<br>DEERFIELD, IL 60015 |               |           | X       |       |

## Signatures

/s/ John M. O'Connor, Attorney-in-Fact for Gail D.  
Fosler

02/28/2012

\_\_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) Price reflects weighted average sales price. Range of prices for transaction is \$57.58 through \$57.66. 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. 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.