

Davis Robert M
Form 4
May 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
 Officer (give title below)
____ 10% Owner
____ 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.

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.

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)	\$ 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

