Eyre Brik V
Form 4
February 21, 2019

# FORM 4

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

**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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eyre Brik V

(Last) (First) (Middle)

ONE BAXTER PARKWAY

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BAXTER INTERNATIONAL INC [BAX]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, President, Americas

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | (A) or (D) | Price | | | |
| Common Stock, $1 par value | 02/19/2019 | | A | | 5,174 (1) | A | $ 0 | 64,457 | D | |
| Common Stock, $1 par value | 02/19/2019 | | A | | 25,273 (2) | A | $ 0 | 89,730 | D | |
| Common Stock, $1 par value | 02/19/2019 | | F | | 18,255 (3) | D | $ 73.47 | 71,475 | D | |
| Common Stock, $1 | 02/19/2019 | | A | | 3,832 (4) | A | $ 0 | 75,307 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| par value | | | | | | | | |
| Common Stock, $1 par value | 02/19/2019 | | A | 2,691 (5) | A | $ 0 | 77,998 | D |

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) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Eyre Brik V<br>ONE BAXTER PARKWAY<br>DEERFIELD, IL 60015 | | | SVP, President, Americas | |

# Signatures

| /s/ Ellen K. McIntosh, as attorney in-fact for Brik V. Eyre | 02/21/2019 |
|---|---|
| **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)** Represents shares awarded from the performance share unit award granted on March 3, 2016 pursuant to the Equity Plan adopted by Baxter International Inc. (Baxter) as of such date (the 2016 PSUs). The award provides that fifty percent of the performance share units are earned based on Baxter's Adjusted Operating Margin (OM) performance, as assessed annually over a three-year period. One-third of

the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares awarded based on Baxter's OM during the Janaury 1, 2018 to December 31, 2018 performance period. These shares have vested as the relevant three-year performance period January 1, 2016 to December 31, 2018 (the Three-Year Performance Period) has ended.

**(2)** Represents shares awarded from the 2016 PSUs. The award provides that fifty percent of the performance share units are earned based on Baxter's Total Shareholder Return (TSR), formerly known as Growth in Shareholder Value, performance over the Three-Year Performance Period. The number of shares reported on this Form 4 represents the shares awarded based on Baxter's TSR during the Three-Year Performance Period. These shares have vested as the Three-Year Performance Period has ended.

**(3)** Represents the number of shares forfeited by the reporting person to cover the withholding of taxes incurred as a result of the vesting of shares earned in 2016, 2017, and 2018 as part of the 2016 PSUs.

**(4)** Represents shares earned from the performance share unit award granted on March 2, 2017 pursuant to the Equity Plan adopted by Baxter as of such date. The award provides that fifty percent of the performance share units are earned based on Baxter's OM performance, as assessed annually over a three-year period. One-third of the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares earned based on Baxter's OM, as assessed from January 1, 2018 to December 31, 2018. These shares are scheduled to vest after the end of the relevant three-year performance period (which runs from Janaury 1, 2017 through December 31, 2019).

**(5)** Represents shares earned from the performance share unit award granted on March 1, 2018 pursuant to the Equity Plan adopted by Baxter as of such date. The award provides that fifty percent of the performance share units are earned based on Baxter's OM performance, as assessed annually over a three-year period. One-third of the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares earned based on Baxter's OM, as assessed from January 1, 2018 through December 31, 2018. These shares are scheduled to vest after the end of the relevant three-year performance period (which runs from January 1, 2018 through December 31, 2020).

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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