

BAXTER INTERNATIONAL INC
 Form 3
 July 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Felicelli Robert (Last) (First) (Middle) ONE BAXTER PARKWAY (Street) DEERFIELD,Â ILÂ 60015 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2015 | 3. Issuer Name and Ticker or Trading Symbol BAXTER INTERNATIONAL INC [BAX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CVP, Quality | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$1 par value | 12,664 | D | Â |
| Common Stock, \$1 par value | 852 | I | By 401(k) Plan |
| Common Stock, 1 par value | 394 ⁽¹⁾ | I | In an account held jointly by spouse and son |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---|----------------------------|--|--|------------|
| Deferred Comp Plan Baxter Common Stock Fund | Â (2) | Â (2) | Common Stock, \$1 par value | 2,512 | \$ (3) | D | Â |
| Stock Option (Right to Buy) | Â (4) | 09/01/2019 | Common Stock, \$1 par value | 5,000 | \$ 56.06 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 03/03/2020 | Common Stock, \$1 par value | 6,958 | \$ 59 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 03/04/2021 | Common Stock, \$1 par value | 7,258 | \$ 53.8 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 03/06/2022 | Common Stock, \$1 par value | 11,075 | \$ 57.48 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 03/05/2023 | Common Stock, \$1 par value | 11,102 | \$ 70.24 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 03/04/2024 | Common Stock, \$1 par value | 11,263 | \$ 69.03 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 03/03/2025 | Common Stock, \$1 par value | 25,178 | \$ 69.42 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Felicelli Robert ONE BAXTER PARKWAY DEERFIELD, IL 60015 | Â | Â | Â CVP, Quality | Â |

Signatures

/s/ Ellen K. McIntosh, Attorney-in-Fact for Robert Felicelli

07/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.
- (2) Reporting person allocated compensation deferred under Baxter's Deferred Compensation Plan (the "Plan") to the Baxter Common Stock Fund notional investment alternative. Reporting person's account balance is payable subject to the terms of the Plan.
- (3) 1 for 1
- (4) This option is presently exercisable in full.
- (5) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on March 5, 2016.
- (6) One-third of this option is presently exercisable. The remaining two-thirds become exercisable on March 4, 2016 and March 4, 2017.
- (7) This option will vest in three equal annual installments beginning on March 3, 2016, the first anniversary of the grant date.

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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