

BAXTER INTERNATIONAL INC
 Form 4
 August 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
 PARKINSON ROBERT L JR

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)
 07/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board & CEO

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	07/31/2013		M ⁽¹⁾		597,750	A	\$ 34.85
Common Stock, \$1 par value	07/31/2013		S ⁽¹⁾		597,750	D	\$ 73.47 ⁽²⁾
Common Stock, \$1 par value	08/01/2013		M ⁽¹⁾		128,000	A	\$ 34.85
Common Stock, \$1	08/01/2013		S ⁽¹⁾		107,013	D	\$ 72.55

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par value						<u>(3)</u>		
Common						\$		
Stock, \$1	08/01/2013		<u>S(1)</u>	20,987	D	73.28	465,485	D
par value						<u>(4)</u>		

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. 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 Number Shares
Stock Option (Right to Buy)	\$ 34.85	07/31/2013		M(1)	597,750	03/14/2008 03/13/2015	Common Stock, \$1 par value 597,750
Stock Option (Right to Buy)	\$ 34.85	08/01/2013		M(1)	128,000	03/14/2008 03/13/2015	Common Stock, \$1 par value 128,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKINSON ROBERT L JR ONE BAXTER PARKWAY DEERFIELD, IL 60015	X		Chairman of the Board & CEO	

Signatures

/s/ Robert L.
Parkinson, Jr. 08/02/2013

**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) Transactions effected pursuant to a Rule 10b5-1 trading plan.
- (2) Price reflects weighted average sales price. Range of prices for transactions are \$73.00 through \$73.86. Full information regarding the number of shares sold at each separate price will be provided by the issuer upon request.
- (3) Price reflects weighted average sales price. Range of prices for transactions are \$72.03 through \$73.03. Full information regarding the number of shares sold at each separate price will be provided by the issuer upon request.
- (4) Price reflects weighted average sales price. Range of prices for transactions are \$73.04 through \$73.62. 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.

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