

BAXTER INTERNATIONAL INC  
 Form 4  
 May 29, 2008

**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 \*  
**GREISCH JOHN J**

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)  
**ONE BAXTER PARKWAY**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Corporate Vice President**

**DEERFIELD, IL 60015**

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

(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)	(A) or (D)	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)
Common Stock, \$1 par value	05/27/2008		S <sup>(1)</sup>	400	D	\$ 60.015 90,212	D	
Common Stock, \$1 par value	05/27/2008		S <sup>(1)</sup>	100	D	\$ 60.01 90,112	D	
Common Stock, \$1 par value	05/27/2008		S <sup>(1)</sup>	100	D	\$ 59.995 90,012	D	
Common Stock, \$1	05/27/2008		S <sup>(1)</sup>	400	D	\$ 59.99 89,612	D	

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par value							
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.985	89,512	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.975	89,412	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.97	89,212	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.965	89,112	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	590	D	\$ 59.96	88,522	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	602	D	\$ 59.955	87,920	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	710	D	\$ 59.95	87,210	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	778	D	\$ 59.945	86,432	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	500	D	\$ 59.94	85,932	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	420	D	\$ 59.935	85,512	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	790	D	\$ 59.93	84,722	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	690	D	\$ 59.925	84,032	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	739	D	\$ 59.92	83,293	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	300	D	\$ 59.915	82,993	D

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Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	610	D	\$ 59.91	82,383	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 59.905	81,983	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 59.895	81,883	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.89	81,683	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 59.885	81,583	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.85	81,383	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.845	81,183	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 59.84	81,083	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 59.835	80,583	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 59.83	80,483	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.825	80,283	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 59.82	79,883	D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREISCH JOHN J ONE BAXTER PARKWAY DEERFIELD, IL 60015			Corporate Vice President	

## Signatures

/s/ Stephanie A. Shinn, Attorney-in-Fact for John J. Greisch 05/29/2008

\_\_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) Transaction effected pursuant to a Rule 10b5-1 trading plan

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