

TENET HEALTHCARE CORP
 Form 4
 December 13, 2002

<p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person* Mathiasen, Raymond L.</p> <p>(Last) (First) (Middle)</p> <p>3820 State Street</p> <p>(Street)</p> <p>Santa Barbara, CA 93105</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol Tenet Healthcare Corporation THC</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year) December 2002</p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>____ Director ____ 10%</p> <p>Owner <input checked="" type="checkbox"/> Officer ____</p> <p>Other Officer/Other Description EVP & Chief Accounting Officer</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D Price			
Common Stock				57,819	I	By Trust

(over)
SEC 1474 (3-99)

Mathiasen, Raymond L. - December 2002

Form 4 (continued)

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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)	4. Transaction Code and Voluntary Code (V) (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
2002 B Option (Right to Buy)	\$17.56	12/10/2002	A	(A) 150,000	(I) 12/10/2012	Common Stock - 150,000		150,000	D	
1996 A Option (Right to Buy)	\$13.92				Vest Ratably 01/23/2006	Common Stock - 79,200		79,200	I	By Trust
1997 A Option (Right to Buy)	\$16.50				Vest Ratably 01/28/2007	Common Stock - 90,000		90,000	I	By Trust
1997 B Option (Right to Buy)	\$22.04				Vest Ratably 12/02/2007	Common Stock - 93,000		93,000	I	By Trust
1998 B Option (Right to Buy)	\$19.96				Vest Ratably 12/01/2008	Common Stock - 97,500		97,500	I	By Trust
1999 C Option (Right to Buy)	\$11.12				Vest Ratably 07/28/2009	Common Stock - 120,000		120,000	I	By Trust
2000 B Option (Right to Buy)	\$27.21				Vest Ratably 12/05/2010	Common Stock - 150,000		150,000	I	By Trust
2001 D Option (Right to Buy)	\$40.41				Vest Ratably 12/04/2011	Common Stock - 165,000		165,000	I	By Trust

Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

Raymond L. Mathiasen

See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a
currently valid OMB number.

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Form 4 (continued)

FOOTNOTE Descriptions for Tenet Healthcare Corporation THC

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Raymond L. Mathiasen
3820 State Street

Santa Barbara, CA 93105

Explanation of responses:

(1) These options vest four years from the grant date but are subject to accelerated vesting. One-third of the options will vest one year from the grant date if the stock price has reached \$24 or above and has been at that price level for 20 consecutive trading days. If the stock price is below that level, then one-third of the options will vest at any time after the first anniversary that the stock price is at least \$24 and has been so for at least 20 consecutive trading days. An additional one-third of the options will vest two years from the grant date if the stock price has reached \$27 or above and has been at that price level for 20 consecutive trading days. If the stock price on the second anniversary is below that level, then the additional one-third of the options will vest at any time after the second anniversary that the stock price is at least \$27 and has been so for at least 20 consecutive trading days. The remaining one-third of the options will vest three years from the grant date if the stock price has reached \$30 or above and has been at that price level for 20 consecutive trading days. If the stock price on the third anniversary is below that level, then the remaining one-third will vest at any time after the third anniversary that the stock price is at least \$30 and has been so for at least 20 consecutive trading days.

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