

BAXTER INTERNATIONAL INC
 Form 3
 July 02, 2015

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lawrence Timothy P | | (Month/Day/Year) | BAXTER INTERNATIONAL INC [BAX] | |
| (Last) | (First) | (Middle) | 06/30/2015 | |
| ONE BAXTER PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DEERFIELD,Â ILÂ 60015 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | CVP, Operations | |
| | | | 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 Fund, \$1 par value | 22,779 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|-------|------------|-----------------------------|--------|----------|-------------------|---|
| Stock Option (Right to Buy) | Â (1) | 03/03/2020 | Common Stock, \$1 par value | 4,077 | \$ 59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 03/04/2021 | Common Stock, \$1 par value | 12,407 | \$ 53.8 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 03/06/2022 | Common Stock, \$1 par value | 6,563 | \$ 57.48 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 03/05/2023 | Common Stock, \$1 par value | 19,627 | \$ 70.24 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 03/04/2024 | Common Stock, \$1 par value | 19,912 | \$ 69.03 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 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 |
| Lawrence Timothy P ONE BAXTER PARKWAY DEERFIELD, IL 60015 | Â | Â | Â CVP, Operations | Â |

Signatures

/s/ Ellen K. McIntosh, Attorney-in-Fact for Timothy P.
Lawrence

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) This option is presently exercisable in full.

(2) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on March 5, 2016.

(3) One-third of this option is presently exercisable. The remaining two-thirds become exercisable on March 4, 2016 and March 4, 2017.

(4) 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.

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.