

STROUCKEN ALBERT P L

Form 4

April 04, 2018

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 *
STROUCKEN ALBERT P L

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)
04/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$1 par value | 04/02/2018 | | M ⁽¹⁾ | | 3,760 A \$ 33.77 | 28,380 | D |
| Common Stock, \$1 par value | 04/02/2018 | | S ⁽²⁾ | | 3,460 D \$ 64.7 ⁽³⁾ | 24,920 | D |
| Common Stock, \$1 par value | 04/02/2018 | | S ⁽²⁾ | | 300 D \$ 65.27 ⁽⁴⁾ | 24,620 | D |
| Common Stock, \$1 | | | | | | 696 | I By Family Trust |

par value

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)

| 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. Code (Instr. 8) | 5. Number of Derivative Securities (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------|--|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 33.77 | 04/02/2018 | | M ⁽¹⁾ | 3,760 | 05/06/2009 05/04/2018 | Common Stock, \$1 par value | 3,760 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STROUCKEN ALBERT P L ONE BAXTER PARKWAY DEERFIELD, IL 60015 | | X | | |

Signatures

/s/ Ellen K. McIntosh, as attorney in-fact for Albert P.L.
Stroucken

04/04/2018

**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 entered into by Mr. Stroucken with respect to the stock options granted by Baxter International Inc. ("BII") to Mr. Stroucken on May 6, 2008.

(2)

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Transaction effected pursuant to a Rule 10b5-1 trading plan entered into by Mr. Stroucken with respect to the stock options granted by BII to Mr. Stroucken.

- (3) Price reflects weighted average sales price. Range of prices for transactions are \$64.19 through \$65.18. 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 \$65.22 through \$65.35. 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. 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.