

Andrews Audrey T.
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Andrews Audrey T.

2. Issuer Name and Ticker or Trading Symbol
TENET HEALTHCARE CORP
[THC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1445 ROSS AVENUE, SUITE 1400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

DALLAS, TX 75202

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) | 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⁾ | 03/08/2019 | | M | | 7,844 A <u>(2)</u> 89,170 | D | |
| Common Stock | 03/08/2019 | | F | | 3,009 <u>(3)</u> D \$ 27.17 86,161 | D | |
| Common Stock ⁽⁴⁾ | 03/08/2019 | | M | | 9,930 A <u>(2)</u> 96,091 | D | |
| Common Stock | 03/08/2019 | | F | | 3,809 <u>(3)</u> D \$ 27.17 92,282 | D | |

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

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SEC 1474
(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. 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2016 March Restricted Stock Units | (1) | 03/08/2019 | | M | 7,844 | (1) (1) | Common Stock (5) | 7,844 |
| 2016 March Performance-Based Restricted Stock Units | (4) | 03/08/2019 | | M | 9,930 | (4) (4) | Common Stock (5) | 9,930 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andrews Audrey T. 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202 | | | SVP and General Counsel | |

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for Audrey T. Andrews
03/11/2019

__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) As previously reported, on March 10, 2016, the reporting person received a grant of 23,530 time-based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on March 10,

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2017, resulting in the settlement of 7,843 shares of common stock. The second vesting date occurred on March 9, 2018 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of 7,843 shares of common stock. The third vesting date occurred on March 8, 2019 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of the remaining 7,844 shares of common stock, as shown in Table I.

- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Shares withheld for payment of taxes upon vesting of restricted stock units in accordance with Rule 16b-3.

- As previously reported, on March 10, 2016, the reporting person received a target grant of 23,530 performance-based restricted stock units that were subject to the Company's achievement of specified performance goals for the three year period that ended on December 31, 2018. The actual number of stock units that could vest ranged from 0% to 200% of the target unit amount. The performance goals were achieved in part, and 42.2% of the target grant was awarded; therefore, 9,930 restricted stock units vested on March 8, 2019 (the business day prior to the third anniversary of the date of grant, which fell on a weekend), resulting in the settlement of 9,930 shares of common stock, as shown in Table I.
- (4)

- (5) Restricted stock units are settled in shares of the Company's common stock upon vesting.

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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