#### **BAXTER INTERNATIONAL INC**

Form 4

November 19, 2002

#### FORM 4

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

OMB APPROVAL

\_ 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

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

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A			me <b>and</b> Tional l		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
				orting	ntification g Person, (voluntary)	Numbe	Mo	Statement for onth/Day/Year /17/2002	Director 10% Owner X Officer (give title below) Other (specify below)  Corporate Vice President			
(Street)  Deerfield, IL 60015							Da	If Amendment, ate of Original Ionth/Day/Year)	(Check Applicable X Form filed by O Person	Form filed by More than One		
(Cit	y) (State)	(Zip)	1	[able	e I Non-I	Derivat	ive Sec	curities Acquired, D	Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date,	3. Trans	s- Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	es Acqu posed o	iired	5. Amount of Securities Beneficially	6. Owner- 7. ship Form: In Direct (D) Bo or Indirect (I) O	Nature of direct eneficial		

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

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

# FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(eigh publy runtiums) options, conversions securities)													
	1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Na		
	Derivative	sion or	action Date	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Ind		
ı	Security	Exercise		Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefi		
		Price of	(Month/	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owner		
	(Instr. 3)	Derivative	Day/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr.		
		Security	Year)	(Month/	(Instr.	(A) or				Following	ative			
				Day/	8)	Disposed				Reported	Security:			
ı		I	I	1	ı	I	I	1			1			

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			Year)			of (D) (Instr. 3, 4 & 5)						Transaction(s (Instr. 4)		Direct (D) or Indirect	
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			(I) (Instr. 4)	
Employee Stock Option (Right to Buy)	\$30.06	11/17/2002		A		36,000		11/17/05		Common Stock \$1 par value	36,000		36,000	D	

Explanation of Responses:

By: /s/ William M. Link, Attorney-in-Fact for Norbert G. Riedel Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).