BAXTER INTERNATIONAL INC
Form 4
July 24, 2013

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOMBACH ROBERT J.

(Last) (First) (Middle)

ONE BAXTER PARKWAY

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BAXTER INTERNATIONAL INC [BAX]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Corporate Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock, $1 par value	07/22/2013		M (1)		5,040	A	$ 38.35	17,652	D	
Common Stock, $1 par value	07/22/2013		M (1)		7,440	A	$ 58.12	25,092	D	
Common Stock, $1 par value	07/22/2013		M (1)		8,488	A	$ 59	33,580	D	
Common Stock, $1	07/22/2013		M (1)		6,877	A	$ 52.5	40,457	D	

par value								
Common Stock, $1 par value	07/22/2013		M(1)	7,200	A	$ 51.21	47,657	D
Common Stock, $1 par value	07/22/2013		M(1)	12,407	A	$ 53.8	60,064	D
Common Stock, $1 par value	07/22/2013		S(1)	47,452	D	$ 73.95 (2)	12,612	D

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

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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)	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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 38.35	07/22/2013		M(1)		5,040		03/14/2009	03/14/2017	Common Stock, $1 par value	5,040
Stock Option (Right to Buy)	$ 58.12	07/22/2013		M(1)		1,240		03/05/2010	03/05/2018	Common Stock, $1 par value	1,240
Stock Option (Right to Buy)	$ 58.12	07/22/2013		M(1)		6,200		03/05/2011	03/05/2018	Common Stock, $1 par value	6,200
Stock Option (Right to Buy)	$ 59	07/22/2013		M(1)		2,424		03/03/2012	03/03/2020	Common Stock, $1 par value	2,424

Stock Option (Right to Buy)	$ 59	07/22/2013	M(1)	6,064	03/03/2013	03/03/2020	Common Stock, $1 par value	6,064
Stock Option (Right to Buy)	$ 52.5	07/22/2013	M(1)	1,587	03/04/2011	03/04/2019	Common Stock, $1 par value	1,587
Stock Option (Right to Buy)	$ 52.5	07/22/2013	M(1)	5,290	03/05/2012	03/04/2019	Common Stock, $1 par value	5,290
Stock Option (Right to Buy)	$ 51.21	07/22/2013	M(1)	1,200	03/15/2009	03/15/2017	Common Stock, $1 par value	1,200
Stock Option (Right to Buy)	$ 51.21	07/22/2013	M(1)	6,000	03/15/2010	03/15/2017	Common Stock, $1 par value	6,000
Stock Option (Right to Buy)	$ 53.8	07/22/2013	M(1)	12,407	03/04/2013	03/04/2021	Common Stock, $1 par value	12,407

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOMBACH ROBERT J. ONE BAXTER PARKWAY DEERFIELD, IL 60015			Corporate Vice President & CFO	

Signatures

/s/ Robert J. Hombach	07/24/2013
**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) Transactions effected pursuant to a Rule 10b5-1 trading plan.

(2) Price reflects weighted average sales price. Range of prices for transactions is $73.74 through $74.28. 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.

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