

GAINES BRENDA J
 Form 4
 May 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
 GAINES BRENDA J

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)
 05/06/2013

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

DALLAS, TX 75202
 (City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	05/06/2013		M ⁽²⁾	5,825 A \$ 0	36,814	D	
Common Stock					2,500	I	By Trust

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

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SEC 1474
 (9-02)

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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)	8. Amount or Number of Shares
2010 May Director Stock Units ⁽¹⁾ ₍₃₎	<u>(4)</u>	05/06/2013		M	5,825	<u>(5)</u> <u>(5)</u>	Common Stock	5,825
2013 May Director Stock Units ⁽³⁾	<u>(4)</u>	05/06/2013		A	3,618	<u>(6)</u> <u>(6)</u>	Common Stock	3,618

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAINES BRENDA J 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202	X			

Signatures

/s/ Jeffrey S. McFall, Attorney-in-Fact for Brenda J. Gaines 05/08/2013

 **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) All historical share data in this Form 4 have been restated to reflect a one-for-four reverse stock split effective as of October 11, 2012. Scheduled conversion of previously reported 2010 May Director Stock Units on the third anniversary of the date of grant in accordance with the terms of the Company's 2008 Stock Incentive Plan. The reporting person settled the Stock Units for shares of the Company's common stock.
- (3) These Stock Units were awarded under the Company's Stock Incentive Plan.

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- (4) Each Stock Unit is the economic equivalent of one share of the Company's common stock.

The 2010 May Director Stock Units vested on the date of grant and were settled on the third anniversary of the date of grant in

- (5) accordance with the terms of the Company's 2008 Stock Incentive Plan. The reporting person settled the Stock Units for shares of the Company's common stock.

These Stock Units vested immediately on the grant date. The Stock Units will be settled on the third anniversary of the date of grant or

- (6) upon termination of service (unless settlement has been deferred). The Stock Units may be settled in cash, stock or a combination of cash and stock.

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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