Mason Jeanne K Form 4 December 06, 2017

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

Stock, \$1

par value

12/04/2017

(Print or Type Responses)

1. Name and Address of Reporting Person * Mason Jeanne K			2. Issuer Name and Ticker or Trading Symbol BAXTER INTERNATIONAL INC [BAX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE BAX	(First) (1	(N	. –	Earliest Transaction Pay/Year) 017				Director 10% Owner Officer (give title Other (specify below) SVP, Human Resources			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Fi			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
DEERFIELD, IL 60015								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day.	Date, if	Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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)	
Common Stock, \$1 par value	12/04/2017			Code V M(1)	Amount 33,350	(D)	Price \$ 31.3	124,609	D		
Common							\$				

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

 $S^{(1)}$

33,350 D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

65.25 91,259

(2)

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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)	Transaction Date 3A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		5. Number of onDerivative 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)	\$ 31.3	12/04/2017		M <u>(1)</u>		11,116	03/05/2009	03/05/2018	Common Stock, \$1 par value	11,116
Stock Option (Right to Buy)	\$ 31.3	12/04/2017		M <u>(1)</u>		11,117	03/05/2010	03/05/2018	Common Stock, \$1 par value	11,117
Stock Option (Right to Buy)	\$ 31.3	12/04/2017		M(1)		11,117	03/05/2011	03/05/2018	Common Stock, \$1 par value	11,117

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mason Jeanne K

ONE BAXTER PARKWAY SVP, Human Resources

DEERFIELD, IL 60015

Signatures

/s/ Ellen K. McIntosh, as attorney in-fact for Jeanne K.
Mason

12/06/2017

**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 Ms. Mason with respect to the stock options granted by Baxter International Inc. ("BII") to Ms. Mason on March 5, 2008.
- Price reflects weighted average sales price. Range of prices for transactions are \$64.88 through \$65.72. 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.

Reporting Owners 2

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