

BAXTER INTERNATIONAL INC  
 Form 4  
 July 24, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
**HOMBACH ROBERT J.**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**ONE BAXTER PARKWAY**

(Street)

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

**DEERFIELD, IL 60015**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par value	07/22/2013		M <sup>(1)</sup>		5,040	A	\$ 38.35
Common Stock, \$1 par value	07/22/2013		M <sup>(1)</sup>		7,440	A	\$ 58.12
Common Stock, \$1 par value	07/22/2013		M <sup>(1)</sup>		8,488	A	\$ 59
Common Stock, \$1	07/22/2013		M <sup>(1)</sup>		6,877	A	\$ 52.5
							40,457

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par value

Common Stock, \$1 par value	07/22/2013		<u>M<sup>(1)</sup></u>	7,200	A	\$ 51.21	47,657	D
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Common Stock, \$1 par value	07/22/2013		<u>M<sup>(1)</sup></u>	12,407	A	\$ 53.8	60,064	D
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Common Stock, \$1 par value	07/22/2013		<u>S<sup>(1)</sup></u>	47,452	D	\$ 73.95 <u>(2)</u>	12,612	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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		<u>M<sup>(1)</sup></u>	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		<u>M<sup>(1)</sup></u>	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		<u>M<sup>(1)</sup></u>	6,200	03/05/2011 03/05/2018	Common Stock, \$1 par value 6,200
Stock Option (Right to Buy)	\$ 59	07/22/2013		<u>M<sup>(1)</sup></u>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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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