

FETTER TREVOR
Form 4
February 28, 2012

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 *
FETTER TREVOR

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)
02/25/2012

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

DALLAS, TX 75202

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/25/2012 | | A | | 120,908 | A | \$ 0 |
| Common Stock | 02/25/2012 | | F | | 50,117 | D | \$ 5.78 ⁽²⁾ |
| Common Stock ⁽³⁾ | 02/25/2012 | | A | | 120,908 | A | \$ 0 |
| Common Stock | 02/25/2012 | | F | | 50,117 | D | \$ 5.78 ⁽²⁾ |
| | | | | | | | 10,200 |
| | | | | | | I | By Spouse |

Common
Stock

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 Underlying (Instr. 3) |
|--|--|---|---|-----------------------------------|--|---|-----------------|-----------------------------------|
| | | | | | | Date Exercisable | Expiration Date | |
| 2010 February Performance-Based Restricted Units | (1) | 02/25/2012 | | A | 120,908 | (1) | (1) | Common Stock |
| 2010 February Restricted Units | (3) | 02/25/2012 | | D | 120,908 | (3) | (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FETTER TREVOR 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202 | X | | CEO and President | |

Signatures

/s/ Paul A. Castanon, Attorney-in-Fact for Trevor Fetter
Date: 02/28/2012

**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) (TF1) As previously reported, on February 25, 2010, the reporting person received a grant of 362,723 performance restricted units that were subject to the issuer's attainment of a specified one-year performance metric for the year then-ending December 31, 2010. The performance metric was met; therefore, these restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary of this grant occurred on February 25, 2011, resulting in the vesting and settlement of 120,907 shares of common stock. The second anniversary of this grant occurred on February 25, 2012, resulting in the vesting and settlement of 120,908

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shares of common stock, as shown in Table I. The remaining 120,908 performance restricted units, which are scheduled to vest on February 25, 2013, are shown in Table II. Restricted units are settled in shares of the issuer's common stock upon vesting.

- (2) Shares withheld for payment of taxes upon vesting of restricted units in accordance with Rule 16b-3.

(TF3) As previously reported, on February 25, 2010, the reporting person received a grant of 362,723 restricted units that vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary of this grant occurred on February 25, 2011, resulting in the vesting and settlement of 120,907 shares of common stock. The second anniversary of this grant occurred on February 25,

- (3) 2012, resulting in the vesting and settlement of 120,908 shares of common stock as shown in Table I and Table II. The remaining 120,908 restricted units, as shown in Table II, are scheduled to vest on February 25, 2013. Restricted units are settled in shares of the issuer's common stock upon vesting.

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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