

PITTS KEITH B
Form 4
March 13, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PITTS KEITH B

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)
03/09/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) Vice Chairman

DALLAS, TX 75202

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock ⁽¹⁾	03/09/2018		M		20,392	A <u>(2)</u>	240,549	D
Common Stock	03/09/2018		F		8,025 <u>(3)</u>	D \$ 24.18	232,524	D

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2016 March Restricted Stock Units	(1)	03/09/2018		M	20,392	(1)	(1)	Common Stock (4) 20,392

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PITTS KEITH B 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202	Vice Chairman

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for Keith B. Pitts 03/13/2018

__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) As previously reported, on March 10, 2016, the reporting person received a grant of 61,177 time-based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on March 10, 2017, resulting in the vesting and settlement of 20,392 shares of common stock. The second vesting date occurred on March 9, 2018 (the business day prior to the anniversary date which fell on a weekend), resulting in the vesting and settlement of 20,392 shares of common stock, as shown in Table I. The remaining 20,393 restricted stock units are shown in Table II, which are scheduled to vest on March 10, 2019.

(2) Restricted stock units convert into common stock on a one-for-one basis.

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

(4) Restricted stock units are settled in shares of the Company'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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