

Mason Jeanne K  
Form 4  
February 21, 2019

**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 \*  
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) (First) (Middle)

ONE BAXTER PARKWAY

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2019

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

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

SVP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock, \$1<br>par value     | 02/19/2019                              |   | A                                       | Amount<br>(1)<br>3,448  | A \$ 0 100,830   | D  |   |
| Common<br>Stock, \$1<br>par value     | 02/19/2019                              |   | A                                       | Amount<br>(2)<br>16,848   | A \$ 0 117,678   | D  |   |
| Common<br>Stock, \$1<br>par value     | 02/19/2019                              |   | F                                       | Amount<br>(3)<br>13,511   | D \$ 73.47 104,167   | D  |   |
| Common<br>Stock, \$1                  | 02/19/2019                              |   | A                                       | Amount<br>(4)<br>2,683  | A \$ 0 106,850   | D  |   |

# Edgar Filing: Mason Jeanne K - Form 4

par value

Common

Stock, \$1 02/19/2019

par value

A

1,770  
(5)

A

\$ 0

108,620

D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Mason Jeanne K  
ONE BAXTER PARKWAY  
DEERFIELD, IL 60015

SVP, Human Resources

## Signatures

/s/ Jeanne K.

02/21/2019

Mason

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) Represents shares awarded from the performance share unit award granted on March 3, 2016 pursuant to the Equity Plan adopted by Baxter International Inc. (Baxter) as of such date (the 2016 PSUs). The award provides that fifty percent of the performance share units

## Edgar Filing: Mason Jeanne K - Form 4

are earned based on Baxter's Adjusted Operating Margin (OM) performance, as assessed annually over a three-year period. One-third of the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares awarded based on Baxter's OM during the January 1, 2018 to December 31, 2018 performance period. These shares have vested as the relevant three-year performance period January 1, 2016 to December 31, 2018 (the Three-Year Performance Period) has ended.

- (2) Represents shares awarded from the 2016 PSUs. The award provides that fifty percent of the performance share units are earned based on Baxter's Total Shareholder Return (TSR), formerly known as Growth in Shareholder Value, performance over the Three-Year Performance Period. The number of shares reported on this Form 4 represents the shares awarded based on Baxter's TSR during the Three-Year Performance Period. These shares have vested as the Three-Year Performance Period has ended.

- (3) Represents the number of shares forfeited by the reporting person to cover the withholding of taxes incurred as a result of the vesting of shares earned in 2016, 2017, and 2018 as part of the 2016 PSUs.

- (4) Represents shares earned from the performance share unit award granted on March 2, 2017 pursuant to the Equity Plan adopted by Baxter as of such date. The award provides that fifty percent of the performance share units are earned based on Baxter's OM performance, as assessed annually over a three-year period. One-third of the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares earned based on Baxter's OM, as assessed from January 1, 2018 to December 31, 2018. These shares are scheduled to vest after the end of the relevant three-year performance period (which runs from January 1, 2017 through December 31, 2019).

- (5) Represents shares earned from the performance share unit award granted on March 1, 2018 pursuant to the Equity Plan adopted by Baxter as of such date. The award provides that fifty percent of the performance share units are earned based on Baxter's OM performance, as assessed annually over a three-year period. One-third of the OM performance share units are allocated to each one-year period. The number of shares reported on this Form 4 represents the shares earned based on Baxter's OM, as assessed from January 1, 2018 through December 31, 2018. These shares are scheduled to vest after the end of the relevant three-year performance period (which runs from January 1, 2018 through December 31, 2020).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.