

Accogli Giuseppe
Form 4
September 19, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Accogli Giuseppe

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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, President, Global Bus.

DEERFIELD, IL 60015

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)
Common Stock, \$1 par value	09/17/2018		M	9,314 A	\$ 39.33 59,452	D	
Common Stock, \$1 par value	09/17/2018		M	8,333 A	\$ 46.18 67,785	D	
Common Stock, \$1 par value	09/17/2018		S ⁽¹⁾	17,647 D	\$ 77.27 50,138	D	

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 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 39.33	09/17/2018		M ⁽¹⁾	9,314	03/03/2017 03/03/2027	Common Stock, \$1 par value	9,314
Stock Option (Right to Buy)	\$ 46.18	09/17/2018		M ⁽¹⁾	8,333	09/01/2017 09/01/2026	Common Stock, \$1 par value	8,333

Reporting Owners

Reporting Owner Name / Address	Relationships
Accogli Giuseppe ONE BAXTER PARKWAY DEERFIELD, IL 60015	Director 10% Owner Officer Other SVP, President, Global Bus.

Signatures

/s/ Ellen K. McIntosh, as attorney in-fact for Giuseppe Accogli

09/19/2018

__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) Transaction effected pursuant to a Rule 10b5-1 trading plan entered into on June 14, 2018 by Mr. Accogli with respect to certain vested stock options granted by Baxter International Inc. ("BII") to Mr. Accogli.

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- (2) Price reflects weighted average sales price. Range of prices for transactions are \$77.12 through \$77.45. Full information regarding the number of shares sold at each separate price will be provided by BII 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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