Edgar Filing: BAXTER INTERNATIONAL INC - Form 4

| BAXTER IN Form 4 May 04, 2003 | TERNATIONAL | INC | | | | | | | | | |
|--|---|--|--|--|---|----------------|---|---|--|---|--|
| FORM | | | | | | | | | | PPROVAL | |
| | UNITED S | TATES SE | CURITIE Washingt | | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 or | ser STATEM | STATEMENT OF CHANC | | | | CIAI | Expires: Estimated a burden hou response | ours per | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 F | Responses) | | | | | | | | | | |
| MARTIN JOSEPH B Sy BA | | | 2. Issuer Name and Ticker or Trading Symbol | | | | - | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | BAXTER INTERNATIONAL INC [BAX] | | | | | (Check all applicable) | | | |
| (Last) ONE BAXT | (First) (Middle) 3. Date of (Month/Da XTER PARKWAY 05/03/20 | | | - | | | | _X_Director10% Owner Officer (give titleOther (specify below)below) | | | |
| | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| DEERFIELI | D, IL 60015 | | | | | | | _X_ Form filed by Form filed by I Person | | | |
| (City) | (State) (Z | Zip) | Table I - No | on-De | erivative S | ecuri | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/ | Code | e r. 8) | 4. Securit nAcquired Disposed (Instr. 3, Amount | (A) o of (D |) | 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 | 05/03/2005 | | A | | 1,630 | A | (<u>2</u>) | 3,571 | D | | |
| Common Stock, \$1 par value | | | | | | | | 2,720 <u>(1)</u> | I | By Trust | |

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 (9-02) required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8) | 5. Number on f 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. D S (I |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|--|--------------------|
| | | | | Code V | (A) (D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$ 36.8 | 05/03/2005 | | A | 4,830 | 05/02/2006 | 05/04/2015 | Common Stock, \$1 par value | 4,830 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|--|------------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN JOSEPH B ONE BAXTER PARKWAY DEERFIELD, IL 60015 | Х | | | |
| Signatures | | | | |
| s/ Robert M. Davis, Attorney-in Martin | 05/04/2005 | | | |
| <u>**</u> Signature of Reporting | | 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).

- Since the reporting person's last report, 2620 shares previously owned directly have been transferred to the reporting person's trust (1) account.
- (2) On May 3, 2005, the reporting person received a grant of 1,630 restricted shares of common stock which vest on May 2, 2006.

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.