

FOSLER GAIL D
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 *
FOSLER GAIL D

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

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

ONE BAXTER PARKWAY

(Street)

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

DEERFIELD, IL 60015

(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 par value	02/24/2012		M		15,000	A	\$ 55.6
Common Stock, \$1 par value	02/24/2012		M		10,030	A	\$ 22.94
Common Stock, \$1 par value	02/24/2012		M		5,760	A	\$ 32.22
Common Stock, \$1 par value	02/24/2012		M		4,830	A	\$ 36.8

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par value							
Common Stock, \$1 par value	02/24/2012	M	5,660	A	\$ 38.93	58,407	D
Common Stock, \$1 par value	02/24/2012	M	5,680	A	\$ 49.73	64,087	D
Common Stock, \$1 par value	02/24/2012	M	4,320	A	\$ 45.08	68,407	D
Common Stock, \$1 par value	02/24/2012	S	42,780	D	\$ 57.61 <u>(1)</u>	25,627	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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 55.6	02/24/2012		M	15,000	05/07/2003 05/07/2012	Common Stock, \$1 par value 15,000
Stock Option (Right to Buy)	\$ 22.94	02/24/2012		M	10,030	05/04/2004 05/06/2013	Common Stock, \$1 par value 10,030
Stock Option (Right to Buy)	\$ 32.22	02/24/2012		M	5,760	05/03/2005 05/02/2014	Common Stock, \$1 par value 5,760
	\$ 36.8	02/24/2012		M	4,830	05/09/2006 05/04/2015	4,830

Stock Option (Right to Buy)								Common Stock, \$1 par value	
Stock Option (Right to Buy)	\$ 38.93	02/24/2012	M	5,660	05/01/2007	05/09/2016	Common Stock, \$1 par value	5,660	
Stock Option (Right to Buy)	\$ 49.73	02/24/2012	M	5,680	05/04/2010	05/05/2019	Common Stock, \$1 par value	5,680	
Stock Option (Right to Buy)	\$ 45.08	02/24/2012	M	4,320	05/03/2011	05/04/2020	Common Stock, \$1 par value	4,320	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSLER GAIL D ONE BAXTER PARKWAY DEERFIELD, IL 60015		X		

Signatures

/s/ John M. O'Connor, Attorney-in-Fact for Gail D.
Fosler

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) Price reflects weighted average sales price. Range of prices for transaction is \$57.58 through \$57.66. Full information regarding the number of shares sold at each separate price will be provided by the issuer 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. 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.