

BAXTER INTERNATIONAL INC  
 Form 4  
 May 29, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GREISCH JOHN J**

(Last) (First) (Middle)  
**ONE BAXTER PARKWAY**  
 (Street)

**DEERFIELD, IL 60015**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BAXTER INTERNATIONAL INC [BAX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Corporate Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 or Price		
Common Stock, \$1 par value	05/27/2008		S(1)		68	D	
					\$ 60.185		100,305
Common Stock, \$1 par value	05/27/2008		S(1)		92	D	
					\$ 60.175		100,213
Common Stock, \$1 par value	05/27/2008		S(1)		100	D	
					\$ 60.17		100,113
Common Stock, \$1	05/27/2008		S(1)		308	D	
					\$ 60.165		99,805

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par value							
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 60.16	99,605	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	108	D	\$ 60.155	99,497	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	8	D	\$ 60.15	99,489	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	92	D	\$ 60.145	99,397	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	735	D	\$ 60.14	98,662	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	592	D	\$ 60.135	98,070	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 60.13	97,870	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	1,068	D	\$ 60.125	96,802	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	508	D	\$ 60.12	96,294	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	540	D	\$ 60.115	95,754	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	400	D	\$ 60.11	95,354	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	818	D	\$ 60.105	94,536	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	308	D	\$ 60.1	94,228	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	326	D	\$ 60.095	93,902	D

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Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	332	D	\$ 60.09	93,570	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	492	D	\$ 60.085	93,078	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 60.08	92,578	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 60.075	92,078	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	190	D	\$ 60.065	91,888	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 60.06	91,788	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 60.055	91,588	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	176	D	\$ 60.045	91,412	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 60.04	91,312	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 60.03	91,212	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 60.025	90,912	D
Common Stock, \$1 par value	05/27/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 60.02	90,612	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)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREISCH JOHN J ONE BAXTER PARKWAY DEERFIELD, IL 60015			Corporate Vice President	

## Signatures

/s/ Stephanie A. Shinn, Attorney-in-Fact for John J. Greisch

05/29/2008

\_\_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

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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