

BAXTER INTERNATIONAL INC

Form 4

May 29, 2008

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 *
GREISCH JOHN J

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)
05/27/2008

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par value	05/27/2008		S ⁽¹⁾	400 D	\$ 60.015 90,212	D	
Common Stock, \$1 par value	05/27/2008		S ⁽¹⁾	100 D	\$ 60.01 90,112	D	
Common Stock, \$1 par value	05/27/2008		S ⁽¹⁾	100 D	\$ 59.995 90,012	D	
Common Stock, \$1	05/27/2008		S ⁽¹⁾	400 D	\$ 59.99 89,612	D	

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par value							
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.985	89,512	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.975	89,412	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.97	89,212	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.965	89,112	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	590	D	\$ 59.96	88,522	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	602	D	\$ 59.955	87,920	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	710	D	\$ 59.95	87,210	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	778	D	\$ 59.945	86,432	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	500	D	\$ 59.94	85,932	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	420	D	\$ 59.935	85,512	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	790	D	\$ 59.93	84,722	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	690	D	\$ 59.925	84,032	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	739	D	\$ 59.92	83,293	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	300	D	\$ 59.915	82,993	D

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Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	610	D	\$ 59.91	82,383	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	400	D	\$ 59.905	81,983	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.895	81,883	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.89	81,683	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.885	81,583	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.85	81,383	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.845	81,183	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.84	81,083	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	500	D	\$ 59.835	80,583	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	100	D	\$ 59.83	80,483	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	200	D	\$ 59.825	80,283	D
Common Stock, \$1 par value	05/27/2008	<u>S(1)</u>	400	D	\$ 59.82	79,883	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

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