

TENET HEALTHCARE CORP
 Form 4
 May 03, 2016

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 *
 Evans Jason Eric

2. Issuer Name and Ticker or Trading Symbol
 TENET HEALTHCARE CORP
 [THC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1445 ROSS AVENUE, SUITE 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres. of Hospital Operations

DALLAS, TX 75202

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

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 04/29/2016 | | M | | 870 A <u>(2)</u> 3,942 | D | |
| Common Stock | 04/29/2016 | | F | | 282 ⁽³⁾ D \$ 31.69 3,660 | D | |
| Common Stock ⁽⁴⁾ | 04/29/2016 | | M | | 1,433 A <u>(2)</u> 5,093 | D | |
| Common Stock | 04/29/2016 | | F | | 464 ⁽³⁾ D \$ 31.69 4,629 | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2015 April Restricted Stock Units | (1) | 04/29/2016 | | M | 870 | (1) (1) | Common Stock (5) | 8 |
| 2015 April Performance-Based Restricted Stock Units | (4) | 04/29/2016 | | M | 1,433 | (4) (4) | Common Stock (5) | 1,433 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Evans Jason Eric 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202 | | | Pres. of Hospital Operations | |

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for J. Eric Evans 05/03/2016

__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)

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On April 30, 2015, the reporting person received a grant of 2,612 time-based restricted stock units that vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on April 29, 2016, resulting in the vesting and settlement of 870 shares of common stock as shown above in Table I. The remaining 1,742 restricted stock units are shown in Table II, of which 871 are scheduled to vest on each of April 28, 2017 and April 30, 2018.

(2) Restricted stock units convert into common stock on a one-for-one basis.

(3) Shares withheld for payment of taxes upon vesting of restricted stock units in accordance with Rule 16b-3.

On April 30, 2015, the reporting person received a target grant of 2,612 performance-based restricted stock units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2015. The actual number of stock units that could vest ranged from 0% to 200% of the target unit amount. The performance metric was exceeded and 164.7% of the target grant was awarded; therefore, these restricted stock units vest in one-third increments on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on April 29, 2016, resulting in the vesting and settlement of 1,433 shares of common stock, as shown in Table I. The remaining 2,869 performance restricted stock units are shown in Table II, of which 1,435 are scheduled to vest on April 28, 2017 and 1,434 are scheduled to vest on April 30, 2018.

(4)

(5) Both time-based restricted stock units and performance-based restricted stock units are settled in shares of the Company's common stock.

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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