

PITTS KEITH B
Form 4
March 11, 2019

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 *
PITTS KEITH B

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)
03/08/2019

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	03/08/2019		M	20,393 A <u>(2)</u>	284,723	D	
Common Stock	03/08/2019		F	8,025 ⁽³⁾ D \$ 27.17	276,698	D	
Common Stock ⁽⁴⁾	03/08/2019		M	25,817 A <u>(2)</u>	302,515	D	
Common Stock	03/08/2019		F	10,159 ⁽³⁾ D \$ 27.17	292,356	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)
2016 March Restricted Stock Units	(1)	03/08/2019		M	20,393	(1) (1)	Common Stock (5) 20
2016 March Performance-Based Restricted Stock Units	(4)	03/08/2019		M	25,817	(4) (4)	Common Stock (5) 20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PITTS KEITH B 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202			Vice Chairman	

Signatures

Anthony L. Shoemaker, as Attorney-in-Fact for Keith B. Pitts 03/11/2019

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) As previously reported, on March 10, 2016, the reporting person received a grant of 61,177 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 March 10, 2017, resulting in the settlement of 20,392 shares of common stock. The second vesting date occurred

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on March 9, 2018 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of 20,392 shares of common stock. The third vesting date occurred on March 8, 2019 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of the remaining 20,393 shares of common stock, as shown in Table I.

- (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.
As previously reported, on March 10, 2016, the reporting person received a target grant of 61,177 performance-based restricted stock units that were subject to the Company's achievement of specified performance goals for the three year period that ended on December 31, 2018. The actual number of stock units that could vest ranged from 0% to 200% of the target unit amount.
- (4) The performance goals were achieved in part, and 42.2% of the target grant was awarded; therefore, 25,817 restricted stock units vested on March 8, 2019 (the business day prior to the third anniversary of the date of grant, which fell on a weekend), resulting in the settlement of 25,817 shares of common stock, as shown in Table I.
- (5) Restricted stock units are settled in shares of the Company's common stock upon vesting.

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.