

BAXTER INTERNATIONAL INC  
 Form 4  
 March 16, 2005

**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 \*  
**MAY KAREN 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)  
**03/14/2005**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$1 par value     | 03/14/2005 <sup>(1)</sup>            |  | A                              |   | 13,200 <sup>(2)</sup>   | A  | 57,584                            |
| Common Stock, \$1 par value     |                                      |  |                                |   | 2,914 <sup>(3)</sup>  | I  | By 401 (k) Plan                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)                | \$ 34.85   | 03/14/2005                           |  | A                              | 90,750  | 03/14/2008   | 03/13/2015  |                  |                 | Common Stock, \$1 par value | 90,750                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| MAY KAREN J<br>ONE BAXTER PARKWAY<br>DEERFIELD, IL 60015 | Corporate Vice President                  |

## Signatures

s/s Karen J. May                      03/15/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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) On March 14, 2005, the reporting person received a grant of 13,200 restricted stock units of common stock which will vest as follows: 4,400 shares on March 14, 2006; 4,400 shares on March 14, 2007; 4,400 shares on March 14, 2008.
- (2) 1-for-1.
- (3) Number of shares in 401 (k) Plan is reported as of plan statement dated February 28, 2005.

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.