

TENET HEALTHCARE CORP  
 Form 4  
 March 04, 2014

**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 \*  
 Andrews Audrey T.

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)  
 02/28/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and General Counsel

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 <u>(1)</u> <u>(2)</u>	02/28/2014		M		4,167 A <u>(3)</u> 9,836	D	
Common Stock	02/28/2014		F		1,140 <u>(4)</u> D \$ 44.12 8,696	D	
Common Stock <u>(5)</u>	02/28/2014		M		3,392 A <u>(3)</u> 12,088	D	
Common Stock	02/28/2014		F		928 <u>(4)</u> D \$ 44.12 11,160	D	
Common Stock <u>(6)</u>	02/28/2014		M		3,392 A <u>(3)</u> 14,552	D	

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Common Stock      02/28/2014      F      928 <sup>(4)</sup> D      \$ 44.12      13,624      D

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
2012 February Restricted Stock Units	<u>(2)</u>	02/28/2014		M	4,167	<u>(2)</u> <u>(2)</u>	Common Stock	4,167
2013 February Performance-Based Restricted Stock Units	<u>(5)</u>	02/28/2014		M	3,392	<u>(5)</u> <u>(5)</u>	Common Stock	3,392
2013 February Restricted Stock Units	<u>(6)</u>	02/28/2014		M	3,392	<u>(6)</u> <u>(6)</u>	Common Stock	3,392

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Audrey T. 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202			SVP and General Counsel	

## Signatures

/s/ Jeffrey S. McFall, Attorney-in-Fact for Audrey T. Andrews

03/04/2014

\_\_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) All historical share data in this Form 4 have been restated to reflect a one-for-four reverse stock split effective as of October 11, 2012.

As previously reported, on February 29, 2012, the reporting person received a grant of 12,500 restricted units that vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2013, resulting in the vesting and settlement of 4,167 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 4,167 shares of common stock, as shown in Table I. The remaining 4,166 restricted units are shown in Table II, which are scheduled to vest on February 28, 2015. Restricted units are settled in shares of the Company's common stock upon vesting.

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

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

As previously reported, on February 28, 2013, the reporting person received a grant of 10,176 performance-based restricted units that were subject to the Company's attainment of a specified one-year performance metric for the year then-ending December 31, 2013. The performance metric was met; therefore, these restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 3,392 shares of common stock, as shown in Table I. The remaining 6,784 performance restricted units are shown in Table II, of which 3,392 are scheduled to vest on February 28, 2015 and 3,392 are scheduled to vest on February 28, 2016. Performance-based restricted units are settled in shares of the Company's common stock upon vesting.

(6) As previously reported, on February 28, 2013, the reporting person received a grant of 10,176 restricted units that vest ratably on each of the first, second and third anniversaries of the date of grant. The first anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 3,392 shares of common stock, as shown in Table I. The remaining 6,784 restricted units are shown in Table II, of which 3,392 are scheduled to vest on February 28, 2015 and 3,392 are scheduled to vest on February 28, 2016. Restricted 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.

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