

TENET HEALTHCARE CORP

Form 4

March 02, 2015

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 *
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)
02/26/2015

____ Director ____ 10% Owner
____X____ 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)
____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 (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock ⁽¹⁾	02/26/2015		M		3,383	A <u>(2)</u>	3,383	D	
Common Stock	02/26/2015		F		1,433 ⁽³⁾	D \$ 46.74	1,950	D	
Common Stock ⁽⁴⁾	02/26/2015		M		6,766	A <u>(2)</u>	8,716	D	
Common Stock	02/26/2015		F		2,882 ⁽³⁾	D \$ 46.74	5,834	D	
Common Stock ⁽⁵⁾	02/27/2015		M		3,392	A <u>(2)</u>	9,226	D	

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Common Stock	02/27/2015	F	<u>1,437</u> (3)	D	\$ 46.3	7,789	D
Common Stock <u>(6)</u>	02/27/2015	M	3,392	A	<u>(2)</u>	11,181	D
Common Stock	02/27/2015	F	<u>1,437</u> (3)	D	\$ 46.3	9,744	D
Common Stock <u>(7)</u> <u>(8)</u>	02/27/2015	M	4,166	A	<u>(2)</u>	13,910	D
Common Stock	02/27/2015	F	<u>1,765</u> (3)	D	\$ 46.3	12,145	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2014 February Restricted Stock Units	<u>(1)</u>	02/26/2015		M	3,383	<u>(1)</u> <u>(1)</u>	Common Stock <u>(9)</u> 3,
2014 February Performance-Based Restricted Stock Units	<u>(4)</u>	02/26/2015		M	6,766	<u>(4)</u> <u>(4)</u>	Common Stock <u>(9)</u> 6,
2013 February Restricted Stock Units	<u>(5)</u>	02/27/2015		M	3,392	<u>(5)</u> <u>(5)</u>	Common Stock <u>(9)</u> 3,
2013 February Performance-Based Restricted Stock Units	<u>(6)</u>	02/27/2015		M	3,392	<u>(6)</u> <u>(6)</u>	Common Stock <u>(9)</u> 3,

2012 February								
Restricted Stock	(7)	02/27/2015	M	4,166	(7)	(7)	Common	4,
Units							Stock (9)	

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

Anthony L. Shoemaker, as Attorney-in-Fact for Audrey T. Andrews	03/02/2015
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—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 February 26, 2014, the reporting person received a grant of 10,149 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 February 26, 2015, resulting in the vesting and settlement of 3,383 shares of common stock as shown above in Table I. The remaining 6,766 restricted stock units are shown in Table II, of which 3,383 are scheduled to vest on each of February 26, 2016 and February 26, 2017.

(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 February 26, 2014, the reporting person received a target grant of 10,149 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, 2014. 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 200% 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 February 26, 2015, resulting in the vesting and settlement of 6,766 shares of common stock, as shown in Table I. The remaining 13,532 performance restricted stock units are shown in Table II, of which 6,766 are scheduled to vest on each of February 26, 2016 and February 26, 2017.

(5) As previously reported, on February 28, 2013, the reporting person received a grant of 10,176 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 February 28, 2014, resulting in the vesting and settlement of 3,392 shares of common stock. The second vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 3,392 shares of common stock, as shown in Table I. The remaining 3,392 restricted stock units are shown in Table II, which are scheduled to vest on February 28, 2016.

As previously reported, on February 28, 2013, the reporting person received a grant of 10,176 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, 2013. The performance metric was met; 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 February 28, 2014, resulting in the vesting and settlement of 3,392 shares of common stock. The second vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 3,392 shares of common stock, as shown in Table I. The remaining 3,392 performance restricted stock units are shown in Table II, which are scheduled to vest on February 28, 2016.

(7) As previously reported, on February 29, 2012, the reporting person received a grant of 12,500 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 February 28, 2013, resulting in the vesting and settlement of 4,167 shares of common stock. The second anniversary occurred on February 28,

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2014, resulting in the vesting and settlement of 4,167 shares of common stock. The third vesting date occurred on February 27, 2015 (the business day prior to the anniversary date, which fell on a weekend), resulting in the vesting and settlement of 4,166 shares of common stock, as shown in Table I.

- (8) 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.
- (9) Both time-based restricted stock units and performance-based 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.

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