

Scharf David P.  
Form 3  
September 08, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Scharf David P.		(Month/Day/Year)	BAXTER INTERNATIONAL INC [BAX]	
(Last)	(First)	09/01/2009		
ONE BAXTER PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
DEERFIELD,Â ILÂ 60015				
(City)	(State)	(Zip)		

(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(give title below) (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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1 par value	6,193	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	08/31/2008	08/31/2015	Common Stock, \$1 par value	12,000	\$ 40.33	D	Â
Stock Option (Right to Buy)	03/14/2009	03/14/2016	Common Stock, \$1 par value	18,000	\$ 38.35	D	Â
Stock Option (Right to Buy)	03/15/2008	03/15/2017	Common Stock, \$1 par value	4,000	\$ 51.21	D	Â
Stock Option (Right to Buy)	03/15/2009	03/15/2017	Common Stock, \$1 par value	4,000	\$ 51.21	D	Â
Stock Option (Right to Buy)	03/15/2010	03/15/2017	Common Stock, \$1 par value	4,000	\$ 51.21	D	Â
Stock Option (Right to Buy)	03/05/2009	03/05/2018	Common Stock, \$1 par value	4,333	\$ 58.12	D	Â
Stock Option (Right to Buy)	03/05/2010	03/05/2018	Common Stock, \$1 par value	4,333	\$ 58.12	D	Â
Stock Option (Right to Buy)	03/05/2011	03/05/2018	Common Stock, \$1 par value	4,334	\$ 58.12	D	Â
Stock Option (Right to Buy)	03/04/2010	03/04/2019	Common Stock, \$1 par value	4,560	\$ 52.5	D	Â
Stock Option (Right to Buy)	03/04/2011	03/04/2019	Common Stock, \$1 par value	4,560	\$ 52.2	D	Â
Stock Option (Right to Buy)	03/05/2012	03/04/2019	Common Stock, \$1 par value	4,560	\$ 52.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scharf David P. ONE BAXTER PARKWAY DEERFIELD, IL 60015	Â	Â	Â Corporate Vice President	Â

## Signatures

David P. Scharf

09/08/2009

  Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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