Ruff Gary K.
Form 4
March 01, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ruff Gary K.

(Last) (First) (Middle)

1445 ROSS AVENUE, SUITE 1400

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TENET HEALTHCARE CORP [THC]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	02/25/2011		A		12,276	A	$ 0	53,185	D	
Common Stock	02/25/2011		F		3,999	D	$ 7.07 (2)	49,186	D	
Common Stock (3)	02/25/2011		A		12,276	A	$ 0	61,462	D	
Common Stock	02/25/2011		F		3,998	D	$ 7.07 (2)	57,464	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 Underly (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2010 February Performance-Based Option (Right to Buy)	$ 5.03 (4)	02/25/2011		A		21,336		(4)	02/25/2020	Comm Stoc
2010 February Performance-Based Restricted Units	(1)	02/25/2011		A		24,554		(1)	(1)	Comm Stoc
2010 February Restricted Units	(3)	02/25/2011		D			12,276	(3)	(3)	Comm Stoc

Reporting Owners

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

Signatures

/s/ Kristina A. Mack, Attorney-in-Fact for Gary K. Ruff	03/01/2011
**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) (GR1) As previously reported, on February 25, 2010, the reporting person received a grant of 36,830 performance restricted units that were subject to the issuer's attainment of a specified one-year performance metric for the year then-ending December 31, 2010. 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 25, 2011, resulting in the vesting and settlement of 12,276 shares of common stock, as shown in Table I. The remaining 24,554 performance restricted units, which will vest in equal amounts on February 25, 2012 and 2013, are shown in Table II. Restricted units are settled in shares of the issuer's common stock upon vesting.

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

(3) (GR3) As previously reported, on February 25, 2010, the reporting person received a grant of 36,830 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 25, 2011, resulting in the vesting and settlement of 12,276 shares of common stock as shown in Table I and Table II. The remaining 24,554 restricted units, as shown in Table II, will vest in equal amounts on February 25, 2012 and 2013. Restricted units are settled in shares of the issuer's common stock upon vesting.

(4) (GR4) As previously reported, on February 25, 2010, the reporting person received a grant of 21,336 performance stock options that were subject to the issuer's attainment of a specified one-year performance metric for the year then-ending December 31, 2010. The performance metric was met; therefore, these options vest ratably on each of the first, second and third anniversaries of the date of grant. The performance stock options were granted with an exercise price of $5.03, the closing price of the issuer's common stock on the date of grant.

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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