

TENET HEALTHCARE CORP
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Cancelmi Daniel J

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)
Chief Financial Officer

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u>	02/28/2014		M	3,334	A <u>(3)</u> 67,952	D	
Common Stock	02/28/2014		F	1,412 <u>(4)</u>	D \$ 44.12 66,540	D	
Common Stock <u>(5)</u>	02/28/2014		M	7,207	A <u>(3)</u> 73,747	D	
Common Stock	02/28/2014		F	3,053 <u>(4)</u>	D \$ 44.12 70,694	D	
Common Stock <u>(6)</u>	02/28/2014		M	7,207	A <u>(3)</u> 77,901	D	

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Common Stock 02/28/2014 F 3,052
(4) D \$ 44.12 74,849 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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
2012 February Restricted Stock Units	(2)	02/28/2014		M	3,334	(2) (2)	Common Stock	3,334
2013 February Performance-Based Restricted Stock Units	(5)	02/28/2014		M	7,207	(5) (5)	Common Stock	7,207
2013 February Restricted Stock Units	(6)	02/28/2014		M	7,207	(6) (6)	Common Stock	7,207

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cancelmi Daniel J
1445 ROSS AVENUE
SUITE 1400
DALLAS, TX 75202

Chief Financial Officer

Signatures

/s/ Jeffrey S. McFall, Attorney-in-Fact for Daniel J.
Cancelmi

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 10,000 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 3,334 shares of common stock. The second anniversary occurred on February 28, 2014, resulting in the vesting and settlement of 3,334 shares of common stock, as shown in Table I. The remaining 3,332 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 21,623 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 7,207 shares of common stock, as shown in Table I. The remaining 14,416 performance restricted units are shown in Table II, of which 7,208 are scheduled to vest on February 28, 2015 and 7,208 are scheduled to vest on February 28, 2016. Performance-based restricted units are settled in shares of the Company's common stock upon vesting.

As previously reported, on February 28, 2013, the reporting person received a grant of 21,623 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 7,207 shares of common stock, as shown in Table I. The remaining 14,416 restricted units are shown in Table II, of which 7,208 are scheduled to vest on February 28, 2015 and 7,208 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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