

Andrews Audrey T.
Form 4
March 11, 2019

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)
03/08/2019

____ 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)
Common Stock ⁽¹⁾	03/08/2019		M	7,844 A <u>(2)</u>	89,170	D	
Common Stock	03/08/2019		F	3,009 <u>(3)</u> D \$ 27.17	86,161	D	
Common Stock ⁽⁴⁾	03/08/2019		M	9,930 A <u>(2)</u>	96,091	D	
Common Stock	03/08/2019		F	3,809 <u>(3)</u> D \$ 27.17	92,282	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2016 March Restricted Stock Units	(1)	03/08/2019		M	7,844	(1)	(1)	Common Stock (5)
2016 March Performance-Based Restricted Stock Units	(4)	03/08/2019		M	9,930	(4)	(4)	Common Stock (5)

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 03/11/2019

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 March 10, 2016, the reporting person received a grant of 23,530 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 March 10,

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2017, resulting in the settlement of 7,843 shares of common stock. The second vesting date occurred on March 9, 2018 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of 7,843 shares of common stock. The third vesting date occurred on March 8, 2019 (the business day prior to the anniversary date, which fell on a weekend), resulting in the settlement of the remaining 7,844 shares of common stock, as shown in Table I.

- (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 March 10, 2016, the reporting person received a target grant of 23,530 performance-based restricted stock units that were subject to the Company's achievement of specified performance goals for the three year period that ended on December 31, 2018. The actual number of stock units that could vest ranged from 0% to 200% of the target unit amount. The performance goals were achieved in part, and 42.2% of the target grant was awarded; therefore, 9,930 restricted stock units vested on March 8, 2019 (the business day prior to the third anniversary of the date of grant, which fell on a weekend), resulting in the settlement of 9,930 shares of common stock, as shown in Table I.

- (5) 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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