

Andrews Audrey T.  
Form 4  
March 04, 2013

**FORM 4**

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

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).

**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 \*  
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)  
02/28/2013

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ 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)  
 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 <sup>(1)</sup> <sup>(2)</sup> | 02/28/2013                           |  | M                              | 4,167   | A \$ 0  | 8,040  | D                                 |
| Common Stock                               | 02/28/2013                           |  | F                              | 1,140 <sup>(3)</sup>  | D \$ 39.31  | 6,900  | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| 2012<br>February<br>Restricted<br>Stock<br>Units     | (2)  | 02/28/2013                           |  | M                              | 4,167   | (2) (2)  | Common Stock 4,167  |
| 2013<br>February<br>Restricted<br>Stock<br>Units (4) | (5)  | 02/28/2013                           |  | A                              | 10,176  | (5) (5)  | Common Stock 10,176   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Andrews Audrey T.<br>1445 ROSS AVENUE<br>SUITE 1400<br>DALLAS, TX 75202 |               |           | SVP and General Counsel |       |

## Signatures

/s/ Jeffrey S. McFall, Attorney-in-Fact for Audrey T. Andrews

03/04/2013

\*\*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.

On February 29, 2012, the reporting person received a grant of 12,500 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

(2) 4,167 shares of common stock, as shown in Table I. The remaining 8,333 restricted units are shown in Table II, of which 4,167 are scheduled to vest on February 28, 2014 and 4,166 are scheduled to vest on February 28, 2015. Restricted units are settled in shares of the Company's common stock upon vesting.

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

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On February 28, 2013, the reporting person also received a grant of performance restricted units, the target amount of which is 10,176 units. The vesting of the units is contingent upon the Company's achievement of a specified one-year performance goal for the year

(4) ending December 31, 2013. Provided the goal is achieved, the units will vest ratably over a three-year period from the grant date. If the performance goal is not achieved, the units will be forfeited. The actual number of units that could vest will range from 0% to 200% of the target unit amount, depending on the Company's level of achievement with respect to the performance goal.

- (5) These restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. 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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