

SCHOCHET BARRY P
 Form 4
 December 13, 2002

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p> |
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| <p>1. Name and Address of Reporting Person* Schochet, Barry P</p> <hr/> <p>(Last) (First) (Middle)</p> <p>3820 State Street</p> <hr/> <p>(Street)</p> <p>Santa Barbara, CA 93105</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol Tenet Healthcare Corporation THC</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Year) December 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description <u>Vice Chairman</u></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p> |
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| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
|--|--------------------------------------|---|--|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (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/D Price | | | |
| Common Stock | | | | 63,661 | D | |
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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) | 4. Transaction Code and Voluntary Code (V) (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| | | | Code V | | (DE) (ED) | | | | | |
| 2002 B Option (Right to Buy) | \$17.56 | 12/10/2002 | A | (A) 275,000 | (1) 12/10/2012 | Common Stock - 275,000 | | 275,000 | D | |
| 1999 B Option (Right to Buy) | \$12.50 | | | | Vest Ratably 03/24/2009 | Common Stock - 180,000 | | 180,000 | D | |
| 1999 C Option (Right to Buy) | \$11.12 | | | | Vest Ratably 07/28/2009 | Common Stock - 135,000 | | 135,000 | D | |
| 2001 D Option (Right to Buy) | \$40.41 | | | | Vest Ratably 12/04/2011 | Common Stock - 195,000 | | 195,000 | D | |
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Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

Barry P Schochet

See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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| <p>FOOTNOTE Descriptions for Tenet Healthcare Corporation THC</p> <p>Form 4 - December 2002</p> <p>Barry P Schochet 3820 State Street Santa Barbara, CA 93105</p> |
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Explanation of responses:

(1) These options vest four years from the grant date but are subject to accelerated vesting. One-third of the options will vest one year from the grant date if the stock price has reached \$24 or above and has been at that price level for 20 consecutive trading days. If the stock price is below that level, then one-third of the options will vest at any time after the first anniversary that the stock price is at least \$24 and has been so for at least 20 consecutive trading days. An additional one-third of the options will vest two years from the grant date if the stock price has reached \$27 or above and has been at that price level for 20 consecutive trading days. If the stock price on the second anniversary is below that level, then the additional one-third of the options will vest at any time after the second anniversary that the stock price is at least \$27 and has been so for at least 20 consecutive trading days. The remaining one-third of the options will vest three years from the grant date if the stock price has reached \$30 or above and has been at that price level for 20 consecutive trading days. If the stock price on the third anniversary is below that level, then the remaining one-third will vest at any time after the third anniversary that the stock price is at least \$30 and has been so for at least 20 consecutive trading days.

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