

Newman Stephen L
 Form 4
 March 01, 2011

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 *
 Newman Stephen L

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)
 02/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/25/2011 | | A | | 46,503 | A | \$ 0 |
| | | | | | | | 365,742 |
| Common Stock | 02/25/2011 | | F | | 16,951 | D | \$ 7.07 |
| | | | | | | | <u>(2)</u> |
| Common Stock ⁽³⁾ | 02/25/2011 | | A | | 46,503 | A | \$ 0 |
| | | | | | | | 395,294 |
| Common Stock | 02/25/2011 | | F | | 16,951 | D | \$ 7.07 |
| | | | | | | | <u>(2)</u> |

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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 Underlying Security (Instr. 3) |
|---|--|---|---|-----------------------------------|--|--------|-------------------------------|---|--|
| | | | | | V | (A) | (D) | | |
| 2010 February Performance-Based Option (Right to Buy) | \$ 5.03 ⁽⁴⁾ | 02/25/2011 | | A | | 80,819 | ⁽⁴⁾ 02/25/2020 | Common Stock | |
| 2010 February Performance-Based Restricted Units | ⁽¹⁾ | 02/25/2011 | | A | | 93,006 | ⁽¹⁾ ⁽¹⁾ | Common Stock | |
| 2010 February Restricted Units | ⁽³⁾ | 02/25/2011 | | D | | 46,503 | ⁽³⁾ ⁽³⁾ | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Newman Stephen L 1445 ROSS AVENUE SUITE 1400 DALLAS, TX 75202 | | | Chief Operating Officer | |

Signatures

| | |
|--|---------------------|
| /s/ Kristina A. Mack, Attorney-in-Fact for Stephen L. Newman | 03/01/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) (SN1) As previously reported, on February 25, 2010, the reporting person received a grant of 139,509 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

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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 46,503 shares of common stock, as shown in Table I. The remaining 93,006 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.

(SN3) As previously reported, on February 25, 2010, the reporting person received a grant of 139,509 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

- (3) vesting and settlement of 46,503 shares of common stock as shown in Table I and Table II. The remaining 93,006 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.

(SN4) As previously reported, on February 25, 2010, the reporting person received a grant of 80,819 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

- (4) 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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