

BAXTER INTERNATIONAL INC

Form FWP

August 07, 2006

Filed pursuant to Rule 433  
Registration No. 333-136224  
Dated August 3, 2006

**FINAL TERM SHEET**  
**5.90% Senior Notes Due 2016**

|                             |                                                   |
|-----------------------------|---------------------------------------------------|
| Issuer:                     | Baxter International Inc.                         |
| Expected Ratings:           | Baa1/A-/A- (Stable/Watch Positive/Positive)       |
| Format:                     | SEC Registered                                    |
| Ranking:                    | Senior Unsecured                                  |
| Offering Size:              | \$600,000,000                                     |
| Trade Date:                 | August 3, 2006                                    |
| Settlement Date:            | August 8, 2006 (T+3)                              |
| Maturity:                   | 10 years    September 1, 2016                     |
| Interest Payment Dates:     | Payable semi-annually on March 1 and September 1  |
| First Pay Date:             | March 1, 2007                                     |
| Treasury Benchmark:         | UST 5.125% due May 15, 2016                       |
| UST Spot (PX / Yield):      | 101-12+ / 4.943%                                  |
| Spread to UST:              | + 100 bps                                         |
| Re-offer Yield to Maturity: | 5.943%                                            |
| Coupon:                     | 5.900%                                            |
| Issue Price:                | 99.672%                                           |
| Net Proceeds to Issuer:     | \$595,032,000                                     |
| Day Count Basis:            | 30 / 360                                          |
| Optional Redemption:        | Make Whole + 15 bps                               |
| Minimum Denomination:       | \$2,000 x \$2,000                                 |
| CUSIP:                      | 071813 AW 9                                       |
| Bookrunners:                | Goldman, Sachs & Co., J.P. Morgan Securities Inc. |

Co-managers:

Banc of America Securities LLC, Credit Suisse Securities (USA) LLC,  
Deutsche Bank Securities Inc., UBS Securities LLC

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll-free at 1-866-471-2526 or by calling J.P. Morgan Securities Inc. collect at 212-834-4533.**