SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

	ess of Reporting Perso	on [*]	2. Issuer Name and Ticker or Trading Symbol GE HealthCare Technologies Inc. [GEHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
CULP H LAWRENCE JR				X	Director	10% Owner			
(Last) (First) (Middle) 500 W. MONROE STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023		Officer (give title below)	Other (specify below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) CHICAGO	IL	60661		Line)	Form filed by One Rep Form filed by More tha Person	U U			
(City)	(State)	(Zip)			FEISUI				

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 Acqu Disposed Of (D) (I			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common stock, par value \$0.01 per share	01/03/2023		A		70,403(1)	A	(1)	70,403	Ι	By holding company
Common stock, par value \$0.01 per share	01/03/2023		А		524(1)	A	(1)	524	Ι	By family trusts
Common stock, par value \$0.01 per share	01/03/2023		A		580,959(1)(2)(3)	A	(1)	580,959	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9.,	puto,	ouno	, mai	iunt	o, optiono	, convert	1010 0000	annico,				
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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Fee Phantom Stock Units	(4)	01/03/2023		А		588		(5)	(5)	Common stock, par value \$0.01 per share	588	(1)	588	D	

Explanation of Responses:

1. The transactions reported herein are the result of the consummation on January 3, 2023 of the distribution of approximately 80.1% of the shares of common stock of GE HealthCare Technologies Inc. ("GE HealthCare") by General Electric Company ("GE") to holders of GE common stock on a pro rata basis (the "Spin-Off"). These transactions are voluntarily reported notwithstanding the exemption provided by Rule 16a-9.

2. Represents performance shares that will vest, subject to continued service conditions and accelerated vesting in certain circumstances, based upon a weighted-average of the highest average closing price of GE's common stock and GE HealthCare's common stock for any 30 consecutive trading days during the performance period from January 3, 2023 to August 17, 2025: one-third of the performance shares will be eligible to vest upon achieving a stock price equal to 150% (the "threshold target") of the average of the ligible to vest upon achieving a stock price equal to 200% of the 30-day average price and all of the performance shares will be eligible to vest upon achieving a stock price equal to 200% of the 30-day average price and all of the performance shares will be eligible to vest upon achieving a stock price equal to 200% of the 30-day average price and all of the performance shares will be eligible to vest upon achieving a stock price equal to 200% of the 30-day average price.

3. No performance shares will vest below the threshold target, and the amount of performance shares that vest between the threshold target and maximum target will be determined by linear interpolation.

4. Each unit of phantom stock is the economic equivalent of one share of common stock of GE HealthCare.

5. Award of phantom stock with respect to common stock of GE HealthCare resulting from the conversion of certain equity incentive awards previously granted by GE as a result of the Spin-Off. Each award is payable beginning one year after termination of service of the reporting person. This transaction is voluntarily reported notwithstanding the exemption provided by Rule 16a-9.

Remarks:

/s/ Frank R. Jimenez, General Counsel and Corporate Secretary, as attorney-in-fact



** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * 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).

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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