

FRIST THOMAS F JR
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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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 *
FRIST THOMAS F JR

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	05/17/2011		P	34,755 A	\$ 34.475	60,934.6299 ⁽¹⁾	I	Held indirectly through Hercules Holding II, LLC ⁽²⁾ ⁽³⁾ ⁽⁴⁾
Common Stock, par value \$0.01 per share						5,020,754.8737 ⁽¹⁾	I	Held indirectly through Hercules Holding II, LLC by the Thomas F.

Common Stock, par value \$0.01 per share	1,441,050.3884 <u>(1)</u>	I	Frist, Jr. 2009 GRAT <u>(2)</u> <u>(3)</u> <u>(5)</u> Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist 2010 GRAT NO. 4 <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	1,241,490.9985 <u>(1)</u>	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist, Jr. 2010 GRAT <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	72,589.0649 <u>(1)</u>	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist GST Tax Exempt Trust <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	1,441,045.8834 <u>(1)</u>	I	Held indirectly through Hercules Holding II, LLC by the Patricia Frist 2010 GRAT No. 2 <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	3,386,678.7964 <u>(1)</u>	I	Held indirectly through Hercules Holding II, LLC by Trusts for benefit of

Common Stock, par value \$0.01 per share	204,968.4898 ⁽¹⁾ I	grandchildren <u>(2)</u> <u>(5)</u> Held indirectly through Hercules Holding II, LLC by Patricia C. Frist <u>(2)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share	713,270 I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist, Jr. 2010 GRAT II <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	34,673 I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist, Jr. 2010 GRAT III <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	36,629,163.8593 ⁽¹⁾ I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. <u>(2)</u> <u>(6)</u>

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)

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own indirectly the same number of shares of common stock of HCA Holdings, Inc.

- (6) Dr. Frist may also be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of HCA Holdings, Inc. that may be deemed to be beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc.

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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