Edgar Filing: BRACKEN RICHARD M - Form 4

BRACKEN R Form 4	ICHARD M										
February 24, 2	2012										
FORM		OMB APPROVAL									
Washington, D.C. 2054							COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Estimated burden hou response	urs per		
1(b).											
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> BRACKEN RICHARD M			Symbol	er Name an		C	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) ((Middle) HCA Holdings, Inc. [H 3. Date of Earliest Transaction				(Check			all applicable)		
ONE PARK PLAZA			(Month/Day/Year) 02/22/2012				X Director 10% Owner X Officer (give title Other (specify below) Chairman and CEO				
(Street) 4. If Amendment, Dat Filed(Month/Day/Year)				-	Applicable Line) _X_ Form filed by C			vint/Group Filing(Check			
NASHVILLE	E, TN 37203						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Aonth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D) 4 and 5) (A) or	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)		
Reminder: Repor	t on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

displays a curro number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sł
Non-Qualified Stock Option (right to buy)	\$ 5.3074	02/22/2012		A		105,016		02/22/2012	01/30/2017	Common Stock	1

er

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
BRACKEN RICHARD M ONE PARK PLAZA NASHVILLE, TN 37203	Х		Chairman and CEO				
Signatures							
/s/ Natalie Harrison Cline, Attorney-in-Fact		02/2	24/2012				

**Signature of Reporting Person

Date

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) Shares have been adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.
- (2) Exercise Price was adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.

On January 30, 2007, the reporting person was granted an option to purchase 525,061 shares of common stock. The option vests in equal increments of 20% at the end of fiscal years 2007, 2008, 2009, 2010 and 2011 if certain annual EBITDA performance targets are

(3) achieved, subject to "catch up" vesting, such that, options that were eligible to vest but failed to vest at the end of any year noted above will vest if at the end of any subsequent year or at the end of fiscal year 2012, the cumulative total EBITDA earned in all prior years exceeds the cumulative EBITDA target at the end of such fiscal year. The EBITDA performance criteria for 2011 was met, resulting in vesting of the option as to 105,016 shares.

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