HCA Holdings, Inc. Form 4 February 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON DAVID GWIN			2. Issuer Name and Ticker or Trading Symbol HCA Holdings, Inc. [HCA]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE PARK PLAZA			01/29/2016	_X_ Officer (give title Other (specify below)		
				SVP - Finance		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NASHVILLE, TN 37203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit for Dispos (Instr. 3, 4	ed of (` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	ecurities Ownership leneficially Form: Owned Direct (D) ollowing or Indirect leported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2016		Code V	Amount 15,000	or (D)	Price \$ 5.3074	(Instr. 3 and 4) 109,364	D	
Common Stock	01/29/2016		S	15,000	D	\$ 69.89	94,364	D	
Common Stock	02/01/2016		M	20,013	A	\$ 5.3074	114,377	D	
Common Stock	02/01/2016		S	20,013	D	\$ 71	94,364	D	

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

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SEC 1474 (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)	Transaction Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.3074 (1)	01/29/2016		M		15,000	<u>(2)</u>	01/30/2017	Comm Stock
Stock Appreciation Right	\$ 69.58	01/29/2016		A	10,250		01/29/2017(4)	01/29/2026	Comm
Non-Qualified Stock Option (right to buy)	\$ 5.3074 (1)	02/01/2016		M		20,013	<u>(2)</u>	01/30/2017	Comm Stock

Reporting Owners

Reporting Owner Name / Address	remuonompo							
	Director	10% Owner	Officer	Other				

ANDERSON DAVID GWIN ONE PARK PLAZA NASHVILLE, TN 37203

SVP - Finance

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact 02/02/2016

**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).

Relationships

- (1) 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.
- (2) On January 30, 2007, the reporting person was granted an option to purchase 120,013 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified

Reporting Owners 2

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investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.

- (3) 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.
- (4) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.

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.