

HCA Holdings, Inc.
Form 4
May 06, 2016

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 *
YUSPEH ALAN R

(Last) (First) (Middle)
ONE PARK PLAZA
(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)
05/04/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Ethics Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(D)	Price
Common Stock	05/04/2016		M		75,000	A	\$ 22.95
Common Stock	05/04/2016		M		41,250	A	\$ 37.18
Common Stock	05/04/2016		M		17,500	A	\$ 47.97
Common Stock	05/04/2016		F		85,054	D	\$ 79.8
Common Stock	05/06/2016		S		20,000	D	\$ 80.8692

(1)

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

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(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)	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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 22.95	05/04/2016		M	37,500	<u>(2)</u> 02/08/2022	Common Stock 37,500
Stock Appreciation Right	\$ 22.95	05/04/2016		M	37,500	<u>(3)</u> 02/08/2022	Common Stock 37,500
Stock Appreciation Right	\$ 37.18	05/04/2016		M	20,625	<u>(4)</u> 02/06/2023	Common Stock 20,625
Stock Appreciation Right	\$ 37.18	05/04/2016		M	20,625	<u>(5)</u> 02/06/2023	Common Stock 20,625
Stock Appreciation Right	\$ 47.97	05/04/2016		M	8,750	<u>(6)</u> 02/05/2024	Common Stock 8,750
Stock Appreciation Right	\$ 47.97	05/04/2016		M	8,750	<u>(7)</u> 02/05/2024	Common Stock 8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YUSPEH ALAN R ONE PARK PLAZA NASHVILLE, TN 37203			SVP & Chief Ethics Officer	

Signatures

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

05/06/2016

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.82 to \$80.98, inclusive. The reporting person undertakes to provide to HCA Holdings, Inc., any security holder of HCA Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
 - (3) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.
 - (4) The stock appreciation rights vested at the end of fiscal years 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
 - (5) The stock appreciation rights vested in three equal annual installments beginning on February 6, 2014.
 - (6) The stock appreciation rights vested at the end of fiscal years 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
 - (7) The stock appreciation rights vested in two equal annual installments beginning on February 5, 2015.

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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