

HCA Holdings, Inc.
Form 4
February 09, 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 *
Morgan Sandra L.

(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)
02/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP-Provider Relations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/05/2016 | | M | 500 A | 1,711.8654 | D | |
| Common Stock | 02/05/2016 | | F | 164 D \$ 69.19 | 1,547.8654 | D | |
| Common Stock | 02/06/2016 | | M | 562 A | 2,109.8654 | D | |
| Common Stock | 02/06/2016 | | F | 184 D \$ 69.19 | 1,925.8654 | D | |
| Common Stock | 02/08/2016 | | M | 625 A | 2,550.8654 | D | |

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Common Stock 02/08/2016 F 177 D \$ 66.77 2,373.8654 D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(1)</u> | 02/05/2016 | | M | 500 | <u>(2)</u> 02/05/2024 | Common Stock | 500 |
| Restricted Stock Units | <u>(1)</u> | 02/06/2016 | | M | 562 | <u>(3)</u> 02/06/2023 | Common Stock | 562 |
| Restricted Stock Units | <u>(1)</u> | 02/08/2016 | | M | 625 | <u>(4)</u> 02/08/2022 | Common Stock | 625 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Morgan Sandra L.
ONE PARK PLAZA
NASHVILLE, TN 37203

SVP-Provider
Relations

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact

02/09/2016

__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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On February 5, 2014, the reporting person was granted 2,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (3) On February 6, 2013, the reporting person was granted 2,250 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On February 8, 2012, the reporting person was granted 2,500 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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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