

Gordon Christopher R
 Form 4
 December 12, 2012

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 *
 Gordon Christopher R

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS,
 LLC, JOHN HANCOCK TOWER,
 200 CLARENDON ST

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/10/2012

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, Par Value \$0.01	12/10/2012		J ⁽⁶⁾	253,178	D \$ 0	89,249,189	I
							See Footnotes (1) (2) (3) (4) (5)

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

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securities except to the extent of his pecuniary interest therein.

As a result of the relationships described in the foregoing footnotes, Mr. Gordon may be deemed to beneficially own the 263,639,187

- (5) shares of Common Stock of HCA held by Hercules II. Mr. Gordon disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

On December 10, 2012, Hercules II distributed 253,178 shares of HCA Common Stock to Integral 2006, which made a further

- (6) distribution of shares to certain partners and other employees of the Bain Entities in connection with certain charitable gifts made by such partners and other employees on December 10, 2012.

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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