

HCA Holdings, Inc.  
Form 4  
August 07, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Chari Ravi S.

(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)  
08/06/2015

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-Clinical Excellence

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	(A) or (D)	Price
Common Stock	08/06/2015		M <sup>(1)</sup>		362	A	\$ 5.9821
					8,207.3099	D	<sup>(2)</sup>
Common Stock	08/06/2015		M <sup>(1)</sup>		3,556	A	\$ 6.4772
					11,763.3099	D	<sup>(2)</sup>
Common Stock	08/06/2015		M <sup>(1)</sup>		1,964	A	\$ 7.4739
					13,727.3099	D	<sup>(2)</sup>
Common Stock	08/06/2015		M <sup>(1)</sup>		2,252	A	\$ 10.9168
					15,979.3099	D	<sup>(2)</sup>
Common Stock	08/06/2015		M <sup>(1)</sup>		1,964	A	\$ 11.3585
					17,943.3099	D	<sup>(2)</sup>

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Common Stock	08/06/2015	M <sup>(1)</sup>	1,068	A	\$ 15.9112	19,011.3099 (2)	D
Common Stock	08/06/2015	S <sup>(1)</sup>	11,166	D	\$ 90.78	7,845.3099 (2)	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.9821 (3)	08/06/2015		M <sup>(1)</sup>	362	(4) 08/27/2019	Common Stock	362
Non-Qualified Stock Option (right to buy)	\$ 6.4772 (3)	08/06/2015		M <sup>(1)</sup>	1,304	(6) 08/27/2019	Common Stock	1,304 (5)
Non-Qualified Stock Option (right to buy)	\$ 6.4772 (3)	08/06/2015		M <sup>(1)</sup>	2,252	08/27/2011 08/27/2019	Common Stock	2,252 (5)
Non-Qualified Stock Option (right to buy)	\$ 7.4739 (3)	08/06/2015		M <sup>(1)</sup>	1,964	02/25/2010 02/25/2019	Common Stock	1,964 (5)
Non-Qualified Stock Option (right to buy)	\$ 10.9168 (3)	08/06/2015		M <sup>(1)</sup>	2,252	08/27/2010 08/27/2019	Common Stock	2,252 (5)
Non-Qualified Stock Option (right to buy)	\$ 11.3585 (3)	08/06/2015		M <sup>(1)</sup>	1,964	(7) 02/25/2019	Common Stock	1,964 (5)
Non-Qualified Stock Option	\$ 15.9112 (3)	08/06/2015		M <sup>(1)</sup>	1,068	(7) 08/27/2019	Common Stock	1,068 (5)

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chari Ravi S. ONE PARK PLAZA NASHVILLE, TN 37203			SVP-Clinical Excellence	

## Signatures

/s/ Kevin A. Ball, 08/07/2015  
 Attorney-in-Fact

\_\_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) The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 26, 2015.
- (2) Includes 293.3099 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (3) 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.  
 The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (5) 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.
- (6) The option vested in two equal installments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (7) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.

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.