

HCA Holdings, Inc.
Form 4
November 10, 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 *
MOORE A BRUCE JR

(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)
11/08/2016

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)

Group President - Service Line

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 | 11/08/2016 | | M | | 75,017 | A | \$ 5.3074 |
| | | | | | | | 207,682 |
| Common Stock | 11/08/2016 | | S | | 75,017 | D | \$ 80.4979 |
| | | | | | | | 132,665 |
| Common Stock | 11/09/2016 | | M | | 180,018 | A | \$ 11.3208 |
| | | | | | | | 312,683 |
| Common Stock | 11/09/2016 | | S | | 92,950 | D | \$ 68.123 |
| | | | | | | | 219,733 |
| Common Stock | | | | | | | 5,739 |
| | | | | | | I | By MAM Trust |

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| | | | |
|--------------|--------|---|---|
| Common Stock | 9,685 | I | (Spouse, Trustee) By MRM Trust (Spouse, Trustee) |
| Common Stock | 5,739 | I | By TCM Trust (Spouse, Trustee) |
| Common Stock | 47,513 | I | By 2014 GRAT (Spouse, Trustee) |
| Common Stock | 29,085 | I | By 2015 GRAT (Spouse, Trustee) |

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) | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 ⁽³⁾ | 11/08/2016 | | M | 15,006 | ⁽⁴⁾ 01/30/2017 | Common Stock | 15,006 ⁽⁵⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 ⁽³⁾ | 11/08/2016 | | M | 60,011 | ⁽⁶⁾ 01/30/2017 | Common Stock | 60,011 ⁽⁵⁾ |
| Non-Qualified Stock Option | \$ 11.3208 ⁽³⁾ | 11/09/2016 | | M | 90,009 | ⁽⁷⁾ 01/30/2017 | Common Stock | 90,009 ⁽⁵⁾ |

(right to buy)

| | | | | | | | | |
|---|--------------------------|------------|---|--------|------------|------------|-----------------|----------------------|
| Non-Qualified Stock Option (right to buy) | \$ 11.3208 <u>(3)</u> | 11/09/2016 | M | 90,009 | <u>(8)</u> | 01/30/2017 | Common Stock | 90,000 <u>(5)</u> |
|---|--------------------------|------------|---|--------|------------|------------|-----------------|----------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE A BRUCE JR ONE PARK PLAZA NASHVILLE, TN 37203 | | | Group President - Service Line | |

Signatures

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

11/10/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.00 to \$80.90, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.58 to \$69.02, 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.

(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.

(4) The option vested in equal increments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.

(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 annual installments beginning on January 30, 2011.

(7) The option vested in three equal annual installments beginning on January 30, 2008.

(8) The option vested in equal increments at the end of fiscal years 2007, 2008, and 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.

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