

Perlin Jonathan B
 Form 4
 February 02, 2018

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 *
 Perlin Jonathan B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE PARK PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres-Clinical Services & CMO

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/31/2018		M		27,594	A	\$ 5.9821 76,712.6115
Common Stock	01/31/2018		M		16,554	A	\$ 6.4772 93,266.6115
Common Stock	01/31/2018		M		5,518	A	\$ 10.9168 98,784.6115
Common Stock	01/31/2018		M		5,518	A	\$ 15.9112 104,302.6115
Common Stock	01/31/2018		S		23,005	D	\$ 101.5532 81,297.6115

Common Stock	913	I	By 2011 GRAT, Reporting Person Trustee
Common Stock	3,846	I	By 2012 GRAT, Reporting Person Trustee

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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.9821 <u>(2)</u>	01/31/2018		M	16,556	<u>(3)</u> 08/27/2019	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.9821 <u>(2)</u>	01/31/2018		M	11,038	<u>(5)</u> 08/27/2019	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.4772 <u>(2)</u>	01/31/2018		M	5,518	08/27/2011 08/27/2019	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.4772 <u>(2)</u>	01/31/2018		M	11,036	<u>(6)</u> 08/27/2019	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.9168 <u>(2)</u>	01/31/2018		M	5,518	08/27/2010 08/27/2019	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.9112 <u>(2)</u>	01/31/2018		M	5,518	<u>(7)</u> 08/27/2019	08/27/2019	Common Stock

Stock

Appreciation	\$ 101.16	01/31/2018	A	32,020	01/31/2019 ⁽⁸⁾	01/31/2028	Comm Stock
Right							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perlin Jonathan B ONE PARK PLAZA NASHVILLE, TN 37203			Pres-Clinical Services & CMO	

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact	02/02/2018
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__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 \$101.35 to \$101.80, inclusive. The reporting person undertakes to provide to HCA Healthcare, Inc., any security holder of HCA Healthcare, 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) 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.

(3) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.

(4) 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.

(5) 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.

(6) The option vested 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.

(8) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.

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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