

Morrow J William
 Form 4
 July 30, 2018

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 *
 Morrow J William

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

NASHVILLE, TN 37203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/26/2018

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 - Finance and Treasurer

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/26/2018 | | M ⁽¹⁾ | | 3,125 | A | \$ 17.33 |
| | | | | | | | 12,459.2342 ⁽²⁾ |
| Common Stock | 07/26/2018 | | S ⁽¹⁾ | | 3,125 | D | \$ 119.81 |
| | | | | | | | 9,334.2342 ⁽²⁾ |
| Common Stock | 07/26/2018 | | M ⁽¹⁾ | | 3,750 | A | \$ 22.95 |
| | | | | | | | 13,084.2342 ⁽²⁾ |
| Common Stock | 07/26/2018 | | F ⁽¹⁾ | | 1,898 | D | \$ 124.3 |
| | | | | | | | 11,186.2342 ⁽²⁾ |
| Common Stock | 07/30/2018 | | S ⁽¹⁾ | | 1,852 | D | \$ 124.4 |
| | | | | | | | 9,334.2342 ⁽²⁾ |

| | | | | | | |
|-----------------|--|--|--|-------|---|----------------------------------|
| Common Stock | | | | 1,809 | I | By Trust (Spouse, Trustee) |
|-----------------|--|--|--|-------|---|----------------------------------|

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

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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) | \$ 17.33 | 07/26/2018 | | M ⁽¹⁾ | 3,125 | 11/02/2015 11/02/2021 | Common Stock | 3,125 |
| Stock Appreciation Right | \$ 22.95 | 07/26/2018 | | M ⁽¹⁾ | 1,875 | ⁽³⁾ 02/08/2022 | Common Stock | 1,875 |
| Stock Appreciation Right | \$ 22.95 | 07/26/2018 | | M ⁽¹⁾ | 1,875 | ⁽⁴⁾ 02/08/2022 | Common Stock | 1,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morrow J William ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP - Finance and Treasurer | |

Signatures

/s/ Kevin A. Ball, Attorney-in-Fact 07/30/2018

__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 exercise of stock appreciation rights, option exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Includes 860.2342 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (3) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.

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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