STEELE JOHN M

Form 4 May 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

Estimated average

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STEELE JOHN M Issuer Symbol HCA Holdings, Inc. [HCA] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify ONE PARK PLAZA 05/03/2013 below) SVP - Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NASHV	ILLE,	TN	37	203

(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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	05/03/2013		M	28,553	A	\$ 2.8302	36,072	D	
Common Stock	05/03/2013		F	11,255	D	\$ 41	24,817	D	
Common Stock							40,000	I	By GRAT (Reporting Person, Trustee)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: STEELE JOHN M - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	15,132	(2)	01/29/2014	Common Stock	15,1
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	3,590	(3)	01/27/2015	Common Stock	3,5
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	806	(3)	01/27/2015	Common Stock	80
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	2,324	(3)	01/27/2015	Common Stock	2,3
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	810	(3)	01/26/2016	Common Stock	81
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	4,374	(3)	01/26/2016	Common Stock	4,3
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	1,031	(3)	01/26/2016	Common Stock	1,0
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (1)	05/03/2013		M	486	(3)	01/26/2016	Common Stock	48

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Reporting Owners 2

Edgar Filing: STEELE JOHN M - Form 4

STEELE JOHN M ONE PARK PLAZA NASHVILLE, TN 37203

SVP - Human Resources

Signatures

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

05/07/2013

**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) 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.
- On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under (2) the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.
- Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006, (3) pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc., all unvested options became fully vested and immediately exercisable.

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.

Signatures 3