HCA Holdings, Inc. Form 4 August 01, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Sowell Joseph A III		Symbol	2. Issuer Name and Ticker or Trading Symbol HCA Holdings, Inc. [HCA]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) ONE PARK PLAZA		(Month/	of Earliest T Day/Year)	ransaction			(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify			
ONE PARI	(Street)	07/30/2	2014				below)	below) ef Developmen	\ 1 J	
	Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
	LE, TN 37203						Form filed by Person	More than One	Reporting	
(City)	(State)	(Zip) Tal	ole I - Non-	Derivative S	ecurit	ies Acq	juired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4)	osed o	of (D)	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	07/30/2014		M	100,000	A	\$ 7.7	105,884	D		
Common Stock	07/30/2014		S	100,000	D	\$ 66	5,884	D		
									By Trust	

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)

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8,000

(Reporting

Person, Trustee) Edgar Filing: HCA Holdings, Inc. - Form 4

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
(IIISu. 3)	Derivative Security		(Monul Day/ Teal)	Disposed of (D) (Instr. 3, 4, and 5)		))				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha	
Non-Qualified Stock Option (right to buy)	\$ 7.7 <u>(1)</u>	07/30/2014		M	100,00	) (2)	02/10/2020	Common Stock	10	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sowell Joseph A III ONE PARK PLAZA NASHVILLE, TN 37203

SVP; Chief Development Officer

### **Signatures**

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

08/01/2014

\*\*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.
- One-third of the option vested on February 10, 2013 and the remainder vested upon a change in control (as defined in the 2006 Stock (2) 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.
- (3) 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.

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.

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