

HCA Holdings, Inc.
Form 4
August 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
YUSPEH ALAN R

(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)
07/30/2014

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 & Chief Ethics Officer

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	07/30/2014		M		17,047	A	\$ 2.8302 41,327
Common Stock	07/30/2014		M		73,507	A	\$ 5.3074 114,834
Common Stock	07/30/2014		M		63,006	A	\$ 11.3208 177,840
Common Stock	07/30/2014		S		153,560	D	\$ 65.7773 24,280

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	5,527	(3) 01/27/2015	Common Stock	5,527 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	3,576	(3) 01/27/2015	Common Stock	3,576 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	1,243	(3) 01/27/2015	Common Stock	1,243 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	1,031	(3) 01/26/2016	Common Stock	1,031 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	4,374	(3) 01/26/2016	Common Stock	4,374 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	486	(3) 01/26/2016	Common Stock	486 (4)
Non-Qualified Stock Option (right to buy)	\$ 2.8302 (2)	07/30/2014		M	810	(3) 01/26/2016	Common Stock	810 (4)
Non-Qualified Stock Option (right to buy)	\$ 5.3074 (2)	07/30/2014		M	52,505	(5) 01/30/2017	Common Stock	52,505 (4)
Non-Qualified Stock Option (right to buy)	\$ 5.3074 (2)	07/30/2014		M	21,002	(6) 01/30/2017	Common Stock	21,002 (4)

Non-Qualified Stock Option (right to buy)	\$ 11.3208 (2)	07/30/2014	M	31,503	(7)	01/30/2017	Common Stock	31,503	(4)
Non-Qualified Stock Option (right to buy)	\$ 11.3208 (2)	07/30/2014	M	31,503	(8)	01/30/2017	Common Stock	31,503	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YUSPEH ALAN R ONE PARK PLAZA NASHVILLE, TN 37203			SVP & Chief Ethics 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.38 to \$66.30, 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) 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) Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006, 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.

(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) On January 30, 2007, the reporting person was granted an option to purchase 52,505 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.

(6) 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.

(7) 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.

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

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.