HCA Holdings, Inc. Form 4 August 18, 2014

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

|                                      |   |                                | Symbol                          |   |      |            |                  | I   | Issuer   |   |                  |  |
|--------------------------------------|---|--------------------------------|---------------------------------|---|------|------------|------------------|---|--|---|------------------|--|
|                                      |   |                                | HCA F                           | loldings  | s, I | Inc. [HC   | AJ               |   | (Check all applicable)   |   |                  |  |
| (Last)                               | (First)   | (Middle)                       | 3. Date of Earliest Transaction |   |      |            |                  |   |  |   |                  |  |
|                                      |   |                                |                                 | Day/Year  | )    |            |                  | -   | Director   |   | Owner            |  |
| ONE PAR                              | K PLAZA   |                                | 08/14/2                         | 2014  |      |            |                  |   | _X Officer (give below) SVP - C  | below) Corporate Affai  | r (specify<br>rs |  |
|                                      | 4. If Am  | 4. If Amendment, Date Original |                                 |   |      |            |                  | 6. Individual or Joint/Group Filing(Check |  |   |                  |  |
|                                      | Filed(Mo  | onth/Day/Y                     | /ea                             | r)  |      |            | Applicable Line) |   |  |   |                  |  |
|                                      |   |                                |                                 |   |      |            |                  | -   | _X_ Form filed by One Reporting Person Form filed by More than One Reporting |   |                  |  |
| NASHVILLE, TN 37203                  |   |                                |                                 |   |      |            |                  | F   | Person   |   |                  |  |
| (City)                               | (State)   | (Zip)                          | Tab                             | ole I - No  | n-I  | Derivative | Secu             | rities Acqui                              | red, Disposed of,  | or Beneficial   | y Owned          |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) |                                |                                 | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |      |            |                  | (D)                                       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                  |  |
|                                      |   |                                |                                 | Code  | V    | Amount     | or<br>(D)        | Price                                     | Transaction(s) (Instr. 3 and 4)  | (Instr. 4)  |                  |  |
| Common<br>Stock                      | 08/14/2014  |                                |                                 | M   |      | 2,061      | A                | \$ 2.8302                                 | 91,759   | D   |                  |  |
| Common<br>Stock                      | 08/14/2014  |                                |                                 | S   |      | 630        | D                | \$<br>67.1001<br>(1)                      | 91,129   | D   |                  |  |

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

7,000

I

SEC 1474 (9-02)

By

Spouse

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# 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(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<br>Underlying Securitie<br>(Instr. 3 and 4) |                                       |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|---------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amour<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 2.8302<br>(2)  | 08/14/2014                           |   | M                                      | 1,103   | (3)  | 01/27/2015         | Common<br>Stock   | 1,10<br>(4)                           |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 2.8302<br>(2)  | 08/14/2014                           |   | M                                      | 247   | (3)  | 01/27/2015         | Common<br>Stock   | 247 <u>(</u>                          |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 2.8302<br>(2)  | 08/14/2014                           |   | M                                      | 711   | (3)  | 01/27/2015         | Common<br>Stock   | 711 <u>(</u>                          |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Davis Jana Joustra

ONE PARK PLAZA SVP - Corporate Affairs

NASHVILLE, TN 37203

## **Signatures**

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

08/18/2014

\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.10 to \$67.11, 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.

Reporting Owners 2

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- (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.
- 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.
- (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,

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.