HCA Holdings, Inc. Form 4 February 27, 2015

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB 3235-0287

Check this box if no longer subject to

Washington, D.C. 20549

Number: January 31, Expires:

2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMPBELL VICTOR L				suer Name <b>ar</b> ol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
					Inc. [HCA]	(Check all applicable)				
	(Last)	(First) (		e of Earliest	Fransaction	Director	10	0% Owner		
ONE PARK PLAZA			`	h/Day/Year) 5/2015		Director 10% OwnerX Officer (give title Other (spective) below) SVP				
		(Street)	4. If A	mendment, I	Date Original	6. Individual or Joint/Group Filing(Check				
NASHVILLE, TN 37203				Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) T	able I - Non-	Derivative Securities Acc	quired, Disposed o	of, or Benefici	ally Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		

` *′	· · · · ·	Table 1 - Non-Derivative Securities Acquired, Disposed of, or beneficiany Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit on(A) or Dis (Instr. 3, 4)	sposed	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	02/19/2015		G	V	42,478	D	\$ 0	42,478	I	By GRAT (Reporting Person, Trustee)
Common Stock	02/19/2015		G	V	42,478	A	\$ 0	42,478	I	By AWC 2012 Trust (Spouse, Trustee)
Common Stock	02/19/2015		G	V	42,478	D	\$ 0	0	I	By GRAT (Reporting Person, Trustee)

Common Stock	02/19/2015	G	V 42,	,478	A	\$ 0	42,478	I	By MNC 2012 Trust (Spouse, Trustee)
Common Stock	02/25/2015	F	234	4	D	\$ 70.98	128,220	D	
Common Stock							33,196	I	By Trust f/b/o AWC (Spouse, Trustee)
Common Stock							33,196	I	By Trust f/b/o MNC (Spouse, Trustee)
Common Stock							65,629	I	By Trust (Daughter, 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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	\$ 22.95	02/25/2015		A	9,375	02/25/2015	02/08/2022	Common Stock	9,37:
Stock Appreciation Right	\$ 37.18	02/25/2015		A	6,875	02/25/2015	02/06/2023	Common Stock	6,87
Stock Appreciation	\$ 47.97	02/25/2015		A	5,625	02/25/2015	02/05/2024	Common Stock	5,62

(9-02)

Right

Restricted Stock Units (4) 02/25/2015 A 1,492 (5) Common Stock Units (5) Stock Units (5) Stock (5) Stock (7) Stock (

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAMPBELL VICTOR L ONE PARK PLAZA NASHVILLE, TN 37203

SVP

## **Signatures**

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

02/27/2015

\*\*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).
  - On February 8, 2012, the reporting person was granted 37,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the extent to which certain EBITDA
- (1) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2014, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 9,375 stock appreciation rights.
  - On February 6, 2013, the reporting person was granted 27,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA
- (2) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2014, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 6,875 stock appreciation rights.
  - On February 5, 2014, the reporting person was granted 22,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA
- (3) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2014, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 5,625 stock appreciation rights.
- (4) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
- (5) The restricted stock units vest in two equal installments on the second and third anniversaries of the grant date.

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.

Reporting Owners 3