HCA Holdings, Inc. Form 4 February 29, 2016

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Englebright Jane D. Issuer Symbol HCA Holdings, Inc. [HCA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ _ Other (specify ONE PARK PLAZA 02/25/2016 below) SVP and Chief Nursing Officer (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 NASHVILLE, TN 37203 Person

| (C | ity) | (State) (Z | Zip) Table | I - Non-Do | erivative S | Securi | ties Acc | quired, Disposed | of, or Beneficia | lly Owned |
|----------------------------|------|---|------------|--|--|-----------|----------|--|--|---|
| 1.Title Security (Instr. 3 | y | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. Transactio Code (Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Comn Stock | | 02/25/2016 | | A <u>(1)</u> | 439 | A | \$0 | 14,460 | D | |
| Comm Stock | non | 02/25/2016 | | A(2) | 500 | A | \$0 | 14,960 | D | |
| Comn Stock | non | 02/25/2016 | | A(3) | 375 | A | \$0 | 15,335 | D | |
| Comn Stock | non | 02/25/2016 | | F | 356 | D | \$ 70 | 14,979 | D | |

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

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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. Transactic Code (Instr. 8) | 5. Number proof 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 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 | 02/25/2016 | | A | 2,500 | 02/25/2016 | 02/08/2022 | Common Stock | 2,500 |
| Stock Appreciation Right | \$ 37.18 | 02/25/2016 | | A | 1,750 | 02/25/2016 | 02/06/2023 | Common Stock | 1,750 |
| Stock Appreciation Right | \$ 47.97 | 02/25/2016 | | A | 1,375 | 02/25/2016 | 02/05/2024 | Common Stock | 1,37: |
| Restricted Stock Units | <u>(7)</u> | 02/25/2016 | | A | 1,268 | (8) | (8) | Common Stock | 1,26 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| | |

Director 10% Owner Officer Other

Englebright Jane D. ONE PARK PLAZA NASHVILLE, TN 37203

SVP and Chief Nursing Officer

Signatures

/s/ Kevin A. Ball, Attorney-in-Fact 02/29/2016

**Signature of Reporting Person Date

Reporting Owners 2

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 1,750 restricted stock units. The restricted stock units 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 2015, 100% of the restricted stock units subject to such criteria vested, resulting in the vesting of 439 restricted stock units.
 - On February 6, 2013, the reporting person was granted 2,000 restricted stock units. The restricted stock units 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 2015, 100% of the restricted stock units subject to such criteria vested, resulting in the vesting of 500 restricted stock units.
 - On February 5, 2014, the reporting person was granted 1,500 restricted stock units. The restricted stock units 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 2015, 100% of the restricted stock units subject to such criteria vested, resulting in the vesting of 375 restricted stock units.
 - On February 8, 2012, the reporting person was granted 10,000 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
- (4) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 2,500 stock appreciation rights.
 - On February 6, 2013, the reporting person was granted 7,000 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
- (5) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 1,750 stock appreciation rights.
 - On February 5, 2014, the reporting person was granted 5,500 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
- (6) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 1,375 stock appreciation rights.
- (7) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.
- (8) The restricted share 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.