

Frist William R
 Form 5
 February 14, 2011

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Frist William R
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 HCA Holdings, Inc. [(NONE)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

3100 WEST END AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | 01/26/2010 | ^ | G | 295 A | \$ 0 1,451,097 | I | Held indirectly through Hercules Holding II, LLC by The William R. Frist 2010 Family GRAT Trust <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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| | | | | | | | | | |
|--|------------|---|---|--------|---|------|--------|---|---|
| Common Stock, par value \$0.01 per share | 01/26/2010 | Â | G | 1,180 | A | \$ 0 | 17,269 | I | Held indirectly through Hercules Holding II, LLC by spouse and children ⁽¹⁾ ₍₂₎ |
| Common Stock, par value \$0.01 per share | 04/30/2010 | Â | G | 55,810 | A | \$ 0 | 55,810 | I | Held indirectly through Hercules Holding II, LLC by The William Frist 2010 GRAT Trust ⁽¹⁾ ₍₃₎ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by the William R. Frist Family Partnership ⁽¹⁾ ₍₃₎ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Frisco Inc. ⁽¹⁾ ₍₄₎ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Frisco Partners ⁽¹⁾ ₍₄₎ |

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Frist William R 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â | Â X | Â | Â |

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting Person 02/14/2011

**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).
- Hercules Holding II, LLC ("Hercules") holds 91,845,692 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA Inc.
- (1) founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- William R. Frist received gifts of 295 and 55,810 units of Hercules on January 26, 2010 and April 30, 2010, respectively. The 295 units were subsequently transferred to The William R. Frist 2010 Family GRAT Trust and the 55,810 units were subsequently transferred to
- (2) The William Frist 2010 GRAT Trust. Mr. Frist may be deemed to have indirect beneficial ownership in respect of 17,269 units of Hercules through an indirect pecuniary interest in such units held by his children and his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

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- (3) Mr. Frist may be deemed the beneficial owner of the 268,259 units of Hercules Holding II, LLC held by the William R. Frist Family Partnership, of which his wife serves as trustee, the 55,810 units of Hercules held by The William Frist 2010 GRAT Trust, of which he serves as trustee, and the 1,451,097 units of Hercules held by The William R. Frist 2010 Family GRAT Trust, of which he serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

- (4) Mr. Frist may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco Inc., by virtue of his position as a director of Frisco Inc. and with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco Partners, by virtue of his position as a partner of Frisco Partners. Frisco Inc. and Frisco Partners each have beneficial ownership of 17,804,125 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

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Remarks:

On November 22, 2010, HCA Holdings, Inc. became the successor of HCA Inc. pursuant to a merger. HCA Holdings, Inc. becoming a parent holding company of HCA Inc., but did not alter the proportionate interests of HCA Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.