

WILLIAMS NOEL B
Form 4
November 04, 2011

FORM 4 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).

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 *
WILLIAMS NOEL B

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PARK PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CIO

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 11/02/2011 | | M | | 25,920 | A | \$ 2.8302 |
| Common Stock | | | | | 32,129 | I | |

By GRAT (Reporting Person, Trustee)

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 8,873 | ⁽²⁾ 01/29/2014 | Common Stock | 8,873 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 5,527 | ⁽⁴⁾ 01/27/2015 | Common Stock | 5,527 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 1,243 | ⁽⁴⁾ 01/27/2015 | Common Stock | 1,243 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 3,576 | ⁽⁴⁾ 01/27/2015 | Common Stock | 3,576 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 810 | ⁽⁴⁾ 01/26/2016 | Common Stock | 810 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 4,374 | ⁽⁴⁾ 01/26/2016 | Common Stock | 4,374 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 1,031 | ⁽⁴⁾ 01/26/2016 | Common Stock | 1,031 ⁽³⁾ |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 11/02/2011 | | M | 486 | ⁽⁴⁾ 01/26/2016 | Common Stock | 486 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | SVP and CIO | |

WILLIAMS NOEL B
ONE PARK PLAZA
NASHVILLE, TN 37203

Signatures

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

11/04/2011

__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).
- (1) 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.

On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.
- (2) 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.

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.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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