

HCA Holdings, Inc.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
Hall Charles J

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

NASHVILLE, TN 37203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	02/18/2014		M		17,574	A	\$ 2.8302 28,715
Common Stock	02/18/2014		S		17,574	D	\$ 49.8559 11,141 <u>(1)</u>
Common Stock	02/18/2014		M		84,009	A	\$ 5.3074 95,150
Common Stock	02/18/2014		S		84,009	D	\$ 50 11,141
Common Stock	02/19/2014		M		84,013	A	\$ 5.3074 95,154

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Common Stock 02/19/2014 S 84,013 D \$ 49.85 11,141 D

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
					V	(A)	(D)	Date Exercisable			Expiration Date
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		5,527	(2)	01/27/2015	Common Stock	5,527	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		1,243	(2)	01/27/2015	Common Stock	1,243	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		3,576	(2)	01/27/2015	Common Stock	3,576	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		522	(2)	01/26/2016	Common Stock	522	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		873	(2)	01/26/2016	Common Stock	873	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		4,721	(2)	01/26/2016	Common Stock	4,721	
Non-Qualified Stock Option (right to buy)	\$ 2.8302	02/18/2014		M		1,112	(2)	01/26/2016	Common Stock	1,112	
Non-Qualified Stock Option (right to buy)	\$ 5.3074	02/18/2014		M		84,009	(3)	01/30/2017	Common Stock	84,009	

Non-Qualified Stock Option (right to buy)	\$ 5.3074	02/19/2014	M	84,013	<u>(4)</u>	01/30/2017	Common Stock	84,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hall Charles J ONE PARK PLAZA NASHVILLE, TN 37203			Group President	

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact	02/20/2014
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__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.85 to \$49.89, 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.

(2) 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) The option vested in equal increments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.

(4) The option vested in two equal annual installments beginning on January 30, 2011.

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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