

HCA Holdings, Inc.  
Form 4  
February 09, 2017

**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 \*  
STEELE JOHN M

(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)  
02/07/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |   |
| Common Stock                    | 02/07/2017                           |  | M                              |   | 22,525 A \$ 5.9821  | 44,308   | D   |
| Common Stock                    | 02/07/2017                           |  | M                              |   | 9,010 A \$ 6.4772   | 53,318   | D   |
| Common Stock                    | 02/07/2017                           |  | S                              |   | 31,535 D \$ 82.5497   | 21,783   | D   |
| Common Stock                    |                                      |  |                                |   |   | 6,751  | I   |
|                                 |                                      |  |                                |   |   |  | By CS 2012 GRAT (Spouse,                              |

|              |        |   |  |
|--------------|--------|---|--|
| Common Stock | 13,501 | I | Trustee)<br>By JS 2012<br>GRAT<br>(Spouse,<br>Trustee) |
| Common Stock | 16,000 | I | By 2015<br>GRAT<br>(Reporting<br>Person,<br>Trustee)   |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 5.9821<br>(2)                                       | 02/07/2017                           |  | M                              | 9,010   | (3)  | 08/27/2019  | Common Stock                  | 9,010<br>(4)               |
| Non-Qualified Stock Option (right to buy)  | \$ 5.9821<br>(2)                                       | 02/07/2017                           |  | M                              | 13,515  | (5)  | 08/27/2019  | Common Stock                  | 13,515<br>(4)              |
| Non-Qualified Stock Option (right to buy)  | \$ 6.4772<br>(2)                                       | 02/07/2017                           |  | M                              | 9,010   | (6)  | 08/27/2019  | Common Stock                  | 9,010<br>(4)               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
| STEELE JOHN M                  | SVP - Human Resources            |

ONE PARK PLAZA  
NASHVILLE, TN 37203

## Signatures

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

02/09/2017

\_\_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 \$82.495 to \$82.68, 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) 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.

(3) The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.

(4) 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.

(5) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.

(6) 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.

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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